

EXHIBIT A



950B Chester Avenue Delran, NJ 08075 • 856-824-1001 • Fax: 856-821-1008

Jerald R. Cuneton	Warren S. Wolf
Thomas A. Clark, III	Janet R. Seligman
Darryl S. Caplan	Dawn Marie Addiego
* James H. Landgraf	Anthony Marchetti, Jr.
H. Thomas Hunt, III	Renee C. Vidal
* Carlo Scaramella	Karen M. Murray
Frederick F. Fitchett, III	Robert B. Snowden, PE
Kenneth D. Roth	Katherine M. Edini
Anthony Valenti	* William R. Powers, Jr. of Counsel
Michael J. Wierzychowski	

September 3, 2002

** Certified by the Supreme Court of New Jersey as a Civil Trial Attorney*

Mr. LeRoy W. Bensel
6 Boxwood Lane
Medford, New Jersey 08055

Re: Cureton Caplan - Fee Agreement

Dear Mr. Bensel:

This letter will confirm that we will be representing you in connection with the legal matters described in Section 1 below. We agree to look only to the TWA Pilots' Action Fund (the "Fund") and not you individually for the payment of our fees. This letter will serve to advise you of our firm's billing and payment policies regarding these and future matters. This letter is an attorney/client communication and as such is privileged and confidential. We request that you return a signed copy of the enclosed letter to confirm your agreement to the following terms.

1. Scope of Representation

We will be representing you, including the class of pilots formerly employed by TWA, TWA L.L.C. and currently employed by American Airlines, in connection with your claims against the Air Line Pilots Association ("ALPA"), American Airlines ("AMR") and the Allied Pilots Association ("APA"), as well as the declaratory judgment lawsuit filed against you by the APA currently pending before the U.S. District Court for the District of New Jersey, Camden Vicinage.

2. Counsel Fees – Hourly Fees and Contingency Fee

Our fees are customarily based on the time we expend on behalf of our clients at the hourly rates in effect when the services are performed. Due to the complex nature of this matter, the degree to which our staff will be committed to this matter and unable to work on other matters, the rates charged by prior counsel and opposing counsel, we would normally charge you at the rate of \$350.00 for partners and \$200.00 for associates. However, in light of the limited funding available to prosecute this case, we anticipate that you will not be able to properly fund a case of this magnitude. In fact, we understand that your ability to pay our fees is dependent on the success of your efforts to obtain financial support from other former TWA pilots.

Mr. LeRoy W. Bensel
September 3, 2002
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For the reasons set forth below, we agree to bill you at a reduced, blended rate of \$240.00 per hour for all attorney time spent on this matter plus a contingent fee as a percentage of any monetary recovery. We are willing to accept this representation on a reduced hourly basis in light of the magnitude and complexity of this matter, and in light of the anticipated difficulty in obtaining funding from your class members and fellow TWA pilots.

In addition to the reduced hourly fees set forth above, you agree that in the event we are successful in obtaining a monetary judgment or settlement, that we will be entitled to a contingent fee as a percentage of any such recovery. The contingent fee will be twenty five percent (25%) of the net recovery. Net recovery is the current monetary value of any additional benefit obtained on your behalf as a result of our representation in this matter.

The firm will seek to have ALPA, American Airlines, APA and any other party we may sue, pay attorneys fees and costs incurred in connection with this matter. In the event that those parties are ordered to pay or agree to pay any attorney fees or costs in lieu of a contingent fee, such award shall belong to the firm.

If court approval of our hourly or contingent fee is required, you agree to take the necessary actions to support the fees that you have agreed to. For example, you will not object to the fees and further, that you concur that they are reasonable and fair under the circumstances. If the Court does not approve the contingency fee, then you will support a recalculation of our fees at our normal hourly rates for a case of this nature (i.e. \$350.00 for partners; \$200.00 for associates). This recalculated hourly fee will then be recommended to the Court, with your approval, as an alternative fee.

If no recovery is obtained, you will not be responsible for any fees other than the hourly fees and costs (capped at \$20,000.00 per month) that you have paid and that may be outstanding at the time of the conclusion of the case.

3. Costs

In addition to fees for services, you will be responsible for costs which may be incurred in connection with these or future representations. These costs include, for example, court filing fees, service fees, expert witness fees, expenses for other testimony including depositions, expenses for other evidence including witness fees, Retainer Agreement, expenses for other testimony including depositions, expenses for other evidence including witness fees, secretarial overtime necessitated by the demands of the matter, exhibit preparation fees and photographs, photocopy and document reproduction costs, computerized research, investigator's fees, costs of briefs and transcripts on appeal, if any, and long distance telephone, telecopier, special postage and travel expenses. In certain situations involving significant disbursements, we may ask that you make direct payment to the supplier for such costs.

Mr. LeRoy W. Bensel
September 3, 2002
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4. Referral Fee

Cureton Caplan is obligated to pay a referral fee to the law firm of Rabil Ropka Kingett & Hatzell, LLC. This referral fee will be paid out of the fees earned by Cureton Caplan, and not out of any part of a recovery to which the clients are entitled. A copy of the referral fee agreement between Cureton Caplan and the Rabil firm is attached.

5. Fees owed to the law firm of Boies, Schiller & Flexner LLP

Mr. Bensel has informed Cureton Caplan that he and/or the former TWA pilots may owe legal fees billed by to the Boies firm but unpaid as of the date of this agreement. Any obligations of the clients to the Boies firm is the obligation of the clients, and will not be paid to that firm out of legal fees earned by and owed to Cureton Caplan.

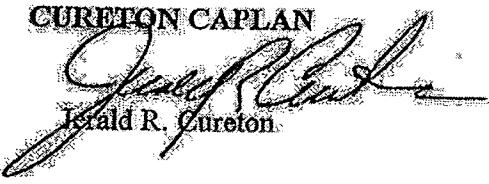
6. Billing

You have represented that you anticipate paying to the firm \$20,000.00 per month for fees and costs to the extent funds are available. We will bill you that amount each month. The \$20,000.00 payment will be paid at the beginning of each month, and we will bill against that deposit. We have discussed that you may be able to collect additional funds. We reserve the right to suspend further work or withdraw from this matter to the extent permitted under the Rules of Professional Conduct governing attorneys practicing in the jurisdiction where this matter is pending if you are unable to pay that amount and/or we are unable to reach agreement on a suitable adjustment. Moreover, should it be necessary to institute or participate in legal proceedings (including arbitration proceedings) to collect our fee, you will be responsible for all counsel fees and costs incurred by us in collecting our fee, including the time value based upon our hourly rates currently in effect of any time that any attorney or employee of our firm spends collecting our fee in the course of such proceedings. Those additional fees and costs shall be considered fees and costs under sections 2 and 3 of this letter.

Kindly return a signed copy of this letter. If you have any questions about this office's billing or payment policies, please contact me. We look forward to working with you in connection with these and future matters.

Very truly yours,

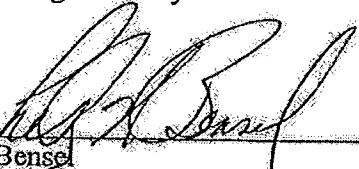
CURETON CAPLAN


Gerald R. Cureton

JRC/dd
Enclosure

Mr. LeRoy W. Bensel
September 3, 2002
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Accepted and agreed to by:


LeRoy W. Bensel

Dated: _____

EXHIBIT B

CURETON CAPLAN

950B Chester Avenue, Delran, NJ 08075 • 856-824-1001 • Fax: 856-824-1008

November 11, 2002

Via Fax: 609 714 8157 and Regular Mail

Le Roy Bensel
6 Boxwood Lane
Medford, New Jersey 08055

Re: Bensel, et al. vs. Air Line Pilots Association

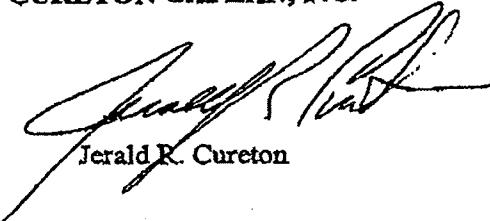
Dear Bud:

This is to confirm our oral agreement to change our monthly fee regarding the above matter, from \$20,000.00 per month to \$30,000 per month.

In order to confirm this understanding, please sign below and return to me.

Sincerely,

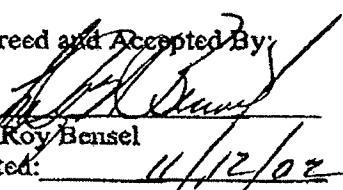
CURETON CAPLAN, P.C.



Jerald R. Cureton

JRC/dd
Enclosure

Agreed and Accepted By:


Le Roy Bensel

Dated: 11/12/02

Jerald R. Cureton	Janet H. Kellermann
Thomas A. Clark, III	Dawn Blaire Addiego
Bruce N. Caplan	Anthony Marchese, Jr.
James H. Landgraf	Kenice C. Viola
H. Thomas Hull, III	Karen M. Murray
Carlo Scarsella	Robert B. Finwick, PE
Kenneth D. Roth	Then A. Moser
Anthony Valentini	William R. Ponics, Jr. of Counsel
Michael J. Werry/ymw	
Warren N. Wolf	

* Certified by the Supreme Court of New Jersey as a Court Trial Lawyer

EXHIBIT C

SCURETONCLARK

3000 Midlantic Drive Suite 200 Mt. Laurel, NJ 08054 • 856-824-1001 • fax 856-824-1008

Bensel, Leroy
5 Carter Lane
Marlton NJ 08053

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09/06/2002
Our File Number: 3895-001B
Invoice No: 21120

Air Line Pilots Association

*Payments received after 09/06/2002
are not included on this statement.*

Services

08/07/2002	MJW	Legal research re:	3.50	840.00
08/08/2002	JRC	Conf with client and Rabil	2.50	600.00
	JRC	Review and analyze arbitration transcript	2.30	552.00
	MJW	Legal research		0.00
08/09/2002	JRC	Outside conference with Rabil and client	2.00	480.00
08/13/2002	MJW	Review and analyze documents and case law	2.50	600.00
	MJW	office conference with		0.00
08/14/2002	HTH	Conference w/ JRC re: potential new matter	0.70	168.00
08/16/2002	JHL	Outside conference with client; review pleadings	1.50	360.00
	MJW	office conference with attys re: case	1.00	240.00
08/18/2002	AV	office conference with JRC and client	0.30	72.00
	HTH	Document Examine/Review complaint	0.20	48.00
	HTH	Documents, classify, organize open file	0.20	48.00
	HTH	Meeting w/ client and JRC	0.80	192.00
08/19/2002	AV	Review and analyze documents; conference with JRC	1.20	288.00
	AV	Review and analyze complaint	0.50	120.00
	JRC	Review and analyze files; telephone conf. with client	2.00	480.00
	MMR	Meeting w/ JRC and then AJH re books to order for case	0.20	48.00
	MMR	Research Internet for	1.80	432.00
	JHL	conference with JRC; review additional client information	1.00	240.00
08/20/2002	AV	Review and analyze briefs	0.90	216.00
	AV	office conference with JL	0.50	120.00
	AV	Review and analyze pleadings and briefs from prior case	0.70	168.00
	JRC	Telephone conference with client	0.30	72.00
	HTH	Research	0.30	72.00
	HTH	Review file old research files	1.00	240.00
08/21/2002	JRC	Review and analyze documents; organize filing; telephone conf. with Kazmaier; draft fee agreement	3.00	720.00
	MJW	Legal research re:	1.50	360.00
	HTH	Conference w/ JTI re: file organization	0.30	72.00

Bensel, Leroy

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Air Line Pilots Association

08/22/2002	MJW	Legal research	4.00	960.00
	MJW	office conference with client	2.00	480.00
	JRC	conference with client; review all documents received from Boies firm	4.00	960.00
	JHL	conference with JRC and AV	0.50	120.00
	MJW	office conference with attys re: docs	2.00	480.00
	HTH	Meeting w/ client	2.10	504.00
	HTH	Documents, prepare stipulation for extension of time	0.20	48.00
08/26/2002	JRC	Office conference with client.	8.00	1,920.00
	AV	Review and analyze letter	0.10	24.00
	AV	office conference with JRC	0.20	48.00
	MJW	Preparation of letter to union	0.50	120.00
	MJJ	Re: Legal research.	8.50	1,062.50
08/27/2002	JRC	conf. with Kazmaier and review documents	1.10	264.00
	AV	Review and analyze documents	0.20	48.00
	MJJ	Research.	8.00	1,000.00
	MJW	Review and analyze law, docs, prepare letter	3.50	840.00
08/28/2002	JRC		4.20	1,008.00
	MJJ	Research	8.50	1,062.50
	HTH	Document Examine/Review corres. from American Airlines	0.20	48.00
	HTH	Documents, classify, organize	0.50	120.00
	HTH	Conference w/ DRD/JTI re: file org	0.30	72.00
	HTH	Conference w/ JRC re: case status	0.20	48.00
	JRC	Conference with client; numerous phone calls, draft complaint	6.30	1,512.00
08/29/2002	MJW	office conference with attys	1.00	240.00
	WSW	Office conference with JRC & PK; begin resaerch under sec 1113	0.80	192.00
	MJJ	Patrick Kazmaier, Labor Consultant - Research.	8.00	1,000.00
	AV	office conference with JRC	0.80	192.00
	HTH	Conference w/ JRC, AV and PHK re: case strategy	0.80	192.00
	HTH	Conference w/ PHK re: doc organization	0.50	120.00
	JRC	Conference with client and draft complaint; phone calls	5.20	1,248.00
08/30/2002	WSW	Legal research for JRC re: sec. 1113 issues; office conference with JRC	3.40	816.00
	MJW	Review and analyze docs, complaint	3.50	840.00
	AV	Review and analyze draft complaint	0.60	144.00
	AV	office conferences with JRC and client	3.30	792.00
	AV	Telephone conference with JRC; office conference with MW	0.20	48.00
	HTH	Documents, revise complaint	0.50	120.00
	HTH	Conference w/ JRC, client AV and PHK re: complaint	2.00	480.00
	HTH	Document Examine/Review draft complaint	0.30	72.00
08/31/2002	MJW	Preparation of memo	1.50	360.00
	JRC	Meet with client and draft complaint; discuss strategy; numerous phone calls	3.90	936.00
	JRC	Conference with client and draft complaint	3.50	840.00
	For Current Services Rendered		137.60	29,229.00

Expenses

08/22/2002	Travel expense Cureton, Jerald R.	33.00
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Bensel, Leroy

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08/31/2002	Photocopy charges	
	Total Expenses	<u>9.90</u>
		<u>42.90</u>
	<u>Advances</u>	
08/26/2002	Outside Duplicating Service -- New Jersey Legal Copy, Inc.	
	Total Advances	<u>285.69</u>
		<u>285.69</u>
	Total Current Work	29,557.59
	Balance Due, Please Remit	<u>\$29,557.59</u>

SCURETONCLARK

3000 Midlantic Drive Suite 200 Mt. Laurel, NJ 08054 • 856-824-1001 • fax 856-824-1008

Bensel, Leroy
5 Carter Lane
Marlton NJ 08053

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Air Line Pilots Association

*Payments received after 10/10/2002
are not included on this statement.*

Services

09/01/2002	JRC	draft complaint and meet with client	3.40	816.00
	HTH	Document Examine/Review complaint; comments to DRD	0.80	192.00
	AV	Review and analyze and revise complaint; prepare revisions to complaint; office conference with client and JRC	3.00	720.00
09/02/2002	JRC	Draft complaint; meet with client	3.00	720.00
	HTH	Document Examine/Review complaint	0.30	72.00
09/03/2002	JRC	Finalize complaint; meet with client and review numerous documents	4.00	960.00
	HTH	File memorandum , prepare (4x) re: followup from file org meeting	0.50	120.00
	HTH	Conference re: file org w/ JRC, PHK, JTI, DRD	0.90	216.00
	HTH	Documents, revise complaint	2.10	504.00
	HTH	Prepare pleading/motion case cover sheet; review/edit	0.30	72.00
	AV	Preparation of complaint	0.60	144.00
	MJJ	Review and analyze file review; ALPA file review and research and arrange and organization of file.	8.50	1,062.50
09/04/2002	WSW	Review and respond to various e-mails	0.20	48.00
	JRC	conference with client; conf. with staff; finalize and file complaint	3.00	720.00
	AV	Review and analyze memos	0.20	48.00
	MJJ	Review of APA matter; conference with attorneys re TWA bankruptcy research; research and investigation of TWA bankruptcy.	8.50	1,062.50
09/05/2002	JRC	Telephone conference with client	0.20	48.00
	JRC	Telephone conference with Bill Roberts and conf. with T. Hunt re: referral fee	0.80	192.00
	MJJ	Research (4 hrs.); matter review (2 hrs); research (2 hrs.).	8.00	1,000.00
09/06/2002	MJJ	Research re (3 hrs.); research re S (2 hrs.); research all (2 hrs.).	7.00	875.00
09/09/2002	JRC	Telephone conference with client; work on billing		

Bensel, Leroy

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	JRC	arrangement with Rabil Review and analyze data; telephone conf. with client re:	0.50	120.00
	HTH	Conference JRC re: service of process	2.80	672.00
	MJJ	Review material for APA - organize files and data for computer re documentation of materials re TWA bankruptcy.	0.30	72.00
			8.50	1,062.50
09/10/2002	JRC	Telephone conferences with client	0.40	96.00
	JRC	Research possible and review 1	1.70	408.00
	MJJ	Review of documents received from NY attorney; categorizing of documentation; research re .	8.00	1,000.00
09/11/2002	JRC	Review and analyze email on research from Bud; review referral fee agreement		0.00
	JRC	Telephone conference with Neuman of Carnahan's office	0.50	120.00
	JRC	Memo to Bensel; letter to Neuman; review attachments; review memo from Bensel; finalize letter to Rabil	1.20	288.00
	AV	office conference with JRC re status and amended complaint issues	0.20	48.00
09/12/2002	JRC	conference with Rabil; conf. with Kazmaier; memo to attorneys re; research items	2.70	648.00
	JRC	Telephone conference with T. Biron	0.30	72.00
	MJJ	ALPA and APA research and review of documentation received from Boise office; organizing and categorizing; updating files and computer data.	8.00	1,000.00
09/13/2002	JRC	Telephone conference with Neuman; conf with staff; research		
	AV	office conferences with JRC and Pat	4.80	1,152.00
	JRC	Legal research re:	0.40	96.00
	MJJ	Review of ALPA files; review of APA files; research and update of files re ALPA matter.	2.30	552.00
	AV	office conference re strategy	6.50	812.50
	AV	Review and analyze American's answer	1.50	360.00
	AV	office conference with JRC re	0.20	48.00
	AV	Review and analyze pleadings	0.20	48.00
	HTH	Meeting w/ JRC, AV and PRK re: counterclaims to assert	0.30	72.00
			1.00	240.00
09/15/2002	JRC	conf. with client; telephone conf. with Comlish; review documents	3.80	912.00
09/16/2002	JRC	review documents; amend complaint	1.00	240.00
	JRC	Telephone conference with Capt. Friday at Northwest Airlines	0.40	96.00
	AV	Review and analyze documents including contracts; prior submissions etc	2.70	648.00
	AV	Preparation of memo to JRC	0.20	48.00
	MJJ	Development of timeline chart; review and recap of all documents from January 2001 through April 2002.	5.00	625.00
09/17/2002	JRC	Multiple telephone conference with Neuman; Bensel; amend complaint	3.20	768.00
	AV	Review and analyze claims; prepare memo to JRC	0.40	96.00
	WSW	Review and analyze various bankr docs	0.50	120.00
	HTH	Telephone conference with re: discovery issues	0.20	48.00
	MJJ	Consultation with attorneys re timeline chart; update of information into timeline; research and recap of documents entered in timeline.	8.00	1,000.00

Bensel, Leroy

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Air Line Pilots Association

	AV	Review and analyze documents and research for claims	3.30	792.00
09/18/2002	JRC	Telephone conference with client; review documents.	2.00	480.00
	JRC	Telephone conference with client; conf. with AV and PHK re: suing American	1.50	360.00
	JRC	draft letter to Ropka.	0.00	0.00
	HTH	Research	0.30	72.00
	HTH	Research	1.70	408.00
	HTH	File memorandum , prepare re: Bensel meeting/Brundage	0.30	72.00
	HTH	Conference w/ Bud Bensel re: discovery/computer issues	1.00	240.00
	HTH	Document Examine/Review Apa2alpa.info	0.30	72.00
	AV	office conferences; review documents; legal research	3.60	864.00
09/19/2002	JRC	Telephone conference with mark Friedman	0.40	96.00
	JRC	review document management system; conf. with P Kazmaier; AV	3.80	912.00
	AV	office conference with JRC and PAT	1.20	288.00
	AV	Review and analyze documents; research legal issues; telephone conversations with client	3.00	720.00
	AV	Review and analyze arbitration decision, letters and bylaws	0.80	192.00
	HTH	Conference w/ JRC re: conflict of interest	0.20	48.00
	HTH	Telephone w/ Darnall	0.20	48.00
	HTH	Correspondence with Katz re: extension of time	0.20	48.00
	HTH	Prepare pleading/motion extension of time	0.20	48.00
	HTH	Telephone w/ B. Bensel	0.20	48.00
	HTH	Telephone w/ J. Darnell re: computer issues	0.20	48.00
	HTH	Conference w/ JRC re: doc. org.; email to attys re: doc. org.	0.20	48.00
	HTH	Conference w/ JRC/AV re: pro haec vice issues	0.20	48.00
	HTH	Telephone Attorney J. Katz re: pro haec vice	0.20	48.00
09/20/2002	JRC	Review and analyze documents; telephone conf. with client	2.00	480.00
	HTH	Telephone Attorney J. Katz re: pro haec vice	0.20	48.00
	HTH	Telephone w/ client re: attorneys pro haec vice	0.20	48.00
	MJJ	Draft and revise comprehensive timeline from documentation received and reviewed; research into all participants involved during certain timeline phase. Inter-office meeting regarding timeline information.		
		Meeting with attorneys and client; review of notes from meeting.		
	AV	Review and analyze documents; prepare pleading	4.00	500.00
			3.00	720.00
09/23/2002	JRC	conference with Valenti and with Kazmaier	1.50	360.00
	HTH	Document Examine/Review letter from Hoffman	0.20	48.00
	MJJ	Review and organize data into timeline.	6.00	750.00
	AV	Review and analyze documents; legal research	3.80	912.00
	AV	Telephone conference with client	0.50	120.00
09/24/2002	WSW	Office conference with JRC, AV and PK	0.40	96.00
	WSW	Legal research on PACER re: filings; office conference with PK; Review and analyze various docs	2.80	672.00
	JRC	Telephone conference with Pastore re: factual investigation	0.60	144.00
	JRC	Review and analyze Bensel's documents; Pastore documents; Agreement of Sale	2.00	480.00
	AV	office conferences with JRC and Pat; review documents and transcripts	7.20	1,728.00
	HTH	Conference w/ JRC and PRK re: doc. organization	0.30	72.00
	MJJ	Update of timeline from further research and information received; meeting with attorneys re timeline information; further research re ALPA.	8.00	1,000.00

Bensel, Leroy

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Air Line Pilots Association

MJJ	Update files/records from research; inter-office discussions with attorneys re timeline of labor negotiations; organizing files and computer data.	8.00	1,000.00
09/25/2002	JRC Telephone conference with Bensel; Finucane; Comlish; Friedman; conf. with AV; draft timeline	4.60	1,104.00
	WSW Legal research under	5.40	1,296.00
	MJJ Review and analyze all files in ALPA; input into timeline; research.	8.00	1,000.00
	AV Review and analyze documents; research issues	6.00	1,440.00
	TAM Research procedural issues	1.50	262.50
	TAM Meeting with Tony re facts for research	0.80	140.00
09/26/2002	WSW Legal research on	1.90	456.00
	WSW Legal research on	1.30	312.00
	JRC conf. with Valenti; Kazmaier; telephone calls with clients (Pastore; Finucan; Comlish; Bensel	4.30	1,032.00
	JRC Telephone conferences with Bensel	0.40	96.00
	MJJ Review, analyze and input data into timeline.	8.00	1,000.00
	AV Review and analyze documents; research legal issues	5.30	1,272.00
09/27/2002	WSW Draft and revise memorandum for JRC re:	5.20	1,248.00
	WSW Office conference with AV & PK	0.30	72.00
	AV Review and analyze documents; conferences with JRC; prepare answer to complaint; prepare counterclaims and third party complaint	7.00	1,680.00
	TAM Research and review file for memo on jurisdiction of courts	2.30	402.50
09/28/2002	JRC Telephone conferences with Bensel; draft information sheet for clients; telephone conference with Kazmaier	2.50	600.00
09/29/2002	JRC conf. with AV; review answer and research causes of action	2.00	480.00
	AV office conference with JRC; prepare counterclaims and third party complaints	2.50	600.00
09/30/2002	MJJ Review and analyze Transition agreement and Asset Purchase agreement	8.00	1,000.00
	AV Legal research; conferences (multiple) with JRC and TARA; prepare counterclaims and third party complaints.	7.70	1,848.00
	TAM Research and prepare memo on jurisdiction	11.40	<u>1,995.00</u>
	For Current Services Rendered	305.10	57,694.00

Expenses

09/30/2002	Postage	9.67
09/30/2002	Photocopy charges	54.00
09/30/2002	Photocopy charges	53.40
09/30/2002	Postage	2.82
09/30/2002	Photocopy charges	3.15
09/30/2002	Long distance telephone charges ATX Telecommunications Service	2.72
	Total Expenses	<u>125.76</u>

Advances

08/31/2002	Online legal research - West Group Payment Center	102.22
08/31/2002	Online legal research - West Group Payment Center	17.11
09/03/2002	Filing fee - Clerk, U.S. District Court	150.00
09/03/2002	Courier fee - A-1 Courier Services of South Jersey	57.51

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09/15/2002	Miscellaneous: Cureton, Jerald R. - Dinner Meeting with clients	<u>114.05</u>
	Total Advances	<u>440.89</u>
	Total Current Work	58,260.65
	Previous Balance	\$29,557.59

Payments

Total Payments for 09/18/2002	-17,031.29
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Balance Due, Please Remit	<u>\$70,786.95</u>
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Aged Due Amounts					
<u>0-30</u>	<u>31-60</u>	<u>61-90</u>	<u>91-120</u>	<u>121-180</u>	<u>181+</u>
0.00	12,526.30	0.00	0.00	0.00	0.00

Your Sovereign Bank Trust account balance is

	Opening Balance	\$0.00
09/13/2002	Rabil & Ropka, LLC check #102	10,000.00
09/13/2002	Rabil & Ropka, LLC check #1007	10,000.00
09/18/2002	firm costs	
	PAYEE: Cureton Clark, P.C.	-328.59
09/18/2002	firm fees	
	PAYEE: Cureton Clark, P.C.	-16,720.70
	Closing Balance	\$2,950.71

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*Payments received after 11/11/2002
are not included on this statement.*

Services

09/13/2002	HTH	Meeting w/ JRC, AV and PRK re: counterclaims to assert	1.00	240.00
09/19/2002	HTH	Conference w/ JRC re: doc. org.; email to attys re: doc. org.	0.20	48.00
	HTH	Conference w/ JRC/AV re: pro haec vice issues	0.20	48.00
	HTH	Telephone Attorney J. Katz re: pro haec vice	0.20	48.00
09/25/2002	TAM	Research procedural issues	1.50	262.50
	TAM	Meeting with Tony re facts for research	0.80	140.00
09/27/2002	TAM	Research and review file for memo on	2.30	402.50
09/29/2002	TAM	Research issues	6.50	1,137.50
09/30/2002	TAM	Research and prepare memo on	11.40	1,995.00
10/01/2002	JRC	telephone conference with Comlish; Bensel; Parker; conf. with AV and HTH and PHK	3.60	864.00
	HTH	Correspondence with Ferer re: conflict	0.40	96.00
	HTH	Meeting, Prepare for	0.20	48.00
	HTH	Meeting w/ AV, JRC, PRK re: case status	1.20	288.00
	TAM	Meeting discuss case strategy	0.50	87.50
	TAM	Research	11.10	1,942.50
	AV	office conferences with JRC; read and review documents; prepare counterclaim	7.10	1,704.00
	TAM	Meeting discuss case strategy	0.50	87.50
	TAM	Research	11.10	1,942.50
10/02/2002	JRC	Travel to St. Louis and meet with clients re: filing of complaint.	9.00	2,160.00
	HTH	Documents, revise counterclaim	1.00	240.00
	AV	Travel to and From St. Louis; meetings with clients; prepare counterclaim	11.00	2,640.00
	HTH	Documents, revise counterclaim	1.00	240.00
	TAM	Research and draft memo	10.20	1,785.00
10/03/2002	KMM	Legal research and office conference with AV regarding joinder issues	0.80	192.00
	AV	Office conference with Bensel; telephone conversations with		

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TAM	clients; revise counterclaim Research	7.30	1,752.00
		5.40	945.00
10/05/2002	JRC Review and analyze Hefley's notes from meetings	0.50	120.00
10/06/2002	JRC Review and analyze Hefley's notes of meetings	0.40	96.00
10/07/2002	JRC Review and analyze complaint JRC Legal research on	0.40	96.00
		3.00	720.00
AV	Telephone conference with client; conference with TARA re research issues	0.80	192.00
TAM	Research	0.90	157.50
MJJ	Review and analyze Sept 2001 MC notes	4.30	537.50
MJJ	Review and analyze Aug 2001 MC notes	3.90	487.50
10/08/2002	JRC Telephone conference with Bensel; with Parker; review legal research memo; review counterclaim. HTH Document Examine/Review TAM legal memo	2.40	576.00
	HTH Conference w/ JRC re: strategy	0.80	192.00
	HTH Telephone Attorney w/ Jim Katz	0.20	48.00
	AV Review and analyze research issues; conference with TARA	0.20	48.00
	HTH Conference w/ JRC re: strategy	0.60	144.00
	HTH Telephone Attorney w/ Jim Katz	0.20	48.00
	TAM Meeting with Jerry and Tony re strategy	0.20	48.00
	MJJ Review and analyze 1113 filings	2.20	275.00
	MJJ Review and analyze White July letters	3.60	450.00
	MJJ Update files/records Timeline	2.20	275.00
	MJJ Review and analyze Reno Air	1.10	137.50
10/09/2002	TAM Research	0.70	122.50
	HTH Telephone Attorney J. Katz	0.20	48.00
	TAM Research revise memo	3.40	595.00
	AV Review and analyze legal research; conference with JRC and HTH; telephone conference with court; conference with client	1.70	408.00
	HTH Telephone Attorney w/ Jim Katz	0.20	48.00
	HTH Conference w/ AV, JRC re: case strategy	0.50	120.00
	HTH Conference w/ Court	0.30	72.00
	TAM Research	0.70	122.50
	MJJ Review and analyze Ozark case	2.60	325.00
	MJJ Review and analyze July oi MC notes	1.10	137.50
	MJJ Review and analyze Ozark case	4.70	587.50
10/10/2002	HTH Document Examine/Review docketing order	0.20	48.00
	HTH Prepare pleading/motion waiver of summons for additional defendants	0.30	72.00
	HTH Conference w/ JTI re: service of process	0.20	48.00
	HTH Meeting w/ TAM, AV, JRC re: legal issues	1.60	384.00
	HTH Research review cases provided by TAM	1.10	264.00
	AV Review and analyze case law; conference with JRC and HTH	2.20	528.00
	TAM Meeting case strategy	0.90	157.50
	MJJ Review and analyze TWA MC March notes	3.30	412.50
	MJJ Review and analyze NMB summary	1.50	187.50
	MJJ Review and analyze 1113 ALPA objections	3.90	487.50
10/11/2002	HTH Correspondence with waiver of service letters	0.40	96.00
	HTH Correspondence with counsel re: waiver of summons	0.30	72.00
	TAM Meeting with Tony re statute of limitations	0.20	35.00
	TAM Research	1.80	315.00

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MJJ	Review and analyze TWA MC March notes	2.40	300.00	
MJJ	Update files/records Timeline	1.50	187.50	
MJJ	Review and analyze TWA Sept proposal	3.60	450.00	
10/12/2002	JRC	Legal research on	2.20	528.00
10/14/2002	MJJ	Review and analyze Neg minutes Jan 2001 TWA MC	2.60	387.50
	MJJ	Recap neg minutes for Feb 2001 TWA MC	3.10	425.00
	AV	office conference with JRC; office conference with TARA	0.50	120.00
	TAM	Research	6.70	1,172.50
10/15/2002	AV	Review and analyze documents from Pat re ALPA	0.40	96.00
	MJJ	Review and analyze Mar 2001 seniority proposals by TWA MC	4.20	525.00
	MJJ	Review and analyze Supplement CC	3.40	425.00
	MJJ	Review and analyze Reno Air	1.80	225.00
	TAM	Research	8.50	1,487.50
10/16/2002	JRC	Telephone call to Bensel; finalize fee with Ropko; conf. with HTH, AV and PHK re: theories and strategy; planning for discovery and information we need.	2.50	600.00
	MJJ	Review and analyze minutes TWA MC	3.50	437.50
	MJJ	Review and analyze July 2001 Neg notes	5.30	662.50
	AV	Review and analyze documents; conferences with JRC and TH re case strategy	2.50	600.00
	HTH	Meeting w/ JRC, AV and PRK re: case strategy	2.00	480.00
	HTH	Prepare pleading/motion stipulation re: extension	0.20	48.00
	HTH	Correspondence with counsel re: stipulation	0.20	48.00
	TAM	Research	7.80	1,365.00
	TAM	Meeting with Anthony re	0.40	70.00
10/17/2002	JRC	telephone conference with Bensel; review Hefley notes; conf. with PHK.	2.10	504.00
	AV	Review and analyze case law re :	2.40	576.00
	MJJ	Review and analyze ALPA and APA lm-2 lm-3	3.40	425.00
	MJJ	Review and analyze Jan and Feb 2001 Neg notes	3.20	n/c
	TAM	Research	6.20	1,085.00
10/18/2002	WSW	Office conference with PK re: strategy	0.50	120.00
	JRC	Review and analyze draft 1113 opposition of ALPA	0.90	216.00
	AV	office conference with TARA	0.40	96.00
	AV	Review and analyze greenbook and other documents; analyze timing issues	2.90	696.00
	MJJ	Review and analyze Bankrupcy docs for 1113 filings	4.10	512.50
	MJJ	Review and analyze 1113 filings	2.50	n/c
	MJJ	Review and analyze 1113 objections TWA/ALPA	2.40	300.00
	TAM	Reseach	7.20	1,260.00
10/21/2002	AV	Telephone conference with J. Arthur	0.40	96.00
	AV	Review and analyze documents; prepare chronology and summary of events	3.30	792.00
	AV	Preparation of memo to JRC	0.10	24.00
	MJJ	Review and analyze TWA Aug neg notes	1.90	237.50
10/22/2002	AV	Review and analyze documents	0.90	216.00
	AV	Review and analyze memo	0.10	24.00
	MJJ	Review and analyze June and July neg. minutes	6.30	n/c
	MJJ	Review and analyze Aug. neg. minutes	1.90	237.50
10/23/2002	AV	Review and analyze documents	0.40	96.00

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JRC	Draft timeline and review documents	2.00	480.00
MJJ	Draft and revise TWA timeline for neg.	2.70	337.50
MJJ	Review and analyze TWA transition agreement	2.30	287.50
MJJ	Review and analyze TWA/Ozark merger agreement	3.50	437.50
10/24/2002	JRC telephone conference with Comlish; Bensel; review time line	1.50	360.00
	AV office conference with JRC; review documents	0.60	144.00
	MJJ Review and analyze Timeline	1.30	162.50
	MJJ Review and analyze TWA LLC ALPA CBA	2.80	350.00
	MJJ Review and analyze AA Greenbook	3.10	387.50
10/25/2002	JRC telephone conference with client; review and amend chronology;	2.00	480.00
	AV Review and analyze memo from Pat	0.30	72.00
	MJJ Telephone conference with John Hefley	1.50	187.50
	MJJ Review and analyze TWA MC July notes	2.00	250.00
	MJJ Review and analyze TWA MC Aug notes	3.10	387.50
	MJJ Draft and revise Timelline	2.00	250.00
10/27/2002	JRC Travel to STL and meet with cleints	5.00	1,200.00
10/28/2002	AV Telephone conference with JRC	0.20	48.00
	AV Review and analyze Ozark materials; memo to JRC re same	1.60	384.00
	AV Telephone conference with JRC	0.20	48.00
	AV Review and analyze documents re single carrier opposition	0.40	96.00
	JRC Meetings with clients adn travel to PHL	8.00	1,920.00
	MJJ Review and analyze TWA March notes	5.90	737.50
	MJJ Review and analyze March 29 notes	3.20	n/c
10/29/2002	JRC Telephone conference with Pat Brady	0.70	168.00
	AV office conference with JRC and Pat	3.00	720.00
	AV Review and analyze legal issues	0.40	96.00
	MJJ Review and analyze All 2002 letters from APA and ALPA	3.60	450.00
	MJJ Review and analyze APLA MEC notes	2.40	300.00
	MJJ Review and analyze Supplement CC	2.80	350.00
10/30/2002	AV Review and analyze NMB decision research re effects of single carrier status on collective bargaining agreements	3.30	792.00
	JRC Telephone conf. with Bud; with Charlie Parker; conf with AV and PHK re: theories and redraft of and amendment to complaint	2.10	504.00
	MJJ Attended office conference Bensel ALPA	2.00	250.00
	MJJ Review and analyze TWA NC history	2.40	300.00
	MJJ Review and analyze APA APLA Merger activity	3.80	475.00
10/31/2002	JRC Review Woerth speech; telephone call to Arthur; to Bud; conf. with AV; conf. with PHK	2.00	480.00
	AV office conferences with JRC; read and review NMB documents; legal research	2.20	528.00
	AV Review and analyze NMB merger procedures	0.40	96.00
	TAM Meeting re strategy	0.20	35.00
	JRC Telephone conference with Dougherty; with Bady	0.50	120.00
	JRC Draft and revise memos	0.70	168.00
	MJJ Review and analyze TWA MC Jan 01 notes	3.50	437.50
	MJJ Review and analyze TWA MC Feb 01 notes	4.70	587.50
	For Current Services Rendered	367.10	65,729.00
	Total Non-billable Hours	15.20	

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Expenses

10/02/2002	Travel expense Valenti, Anthony	3.00
10/02/2002	Mileage to/from Valenti, Anthony	10.35
10/02/2002	Travel expense JRC	23.00
10/03/2002	Travel expense Valenti, Anthony	0.50
10/03/2002	Mileage to/from Valenti, Anthony	7.59
10/10/2002	Long distance telephone charges - Verizon Wireless	20.80
10/15/2002	Facsimile costs	2.00
10/25/2002	Long distance telephone charges ATX Telecommunications Service	6.55
10/31/2002	Postage	1.48
10/31/2002	Photocopy charges	21.45
10/31/2002	Photocopy charges	114.15
	Total Expenses	210.87

Advances

09/30/2002	Online legal research - West Group Payment Center	580.00
09/30/2002	Online legal research - West Group Payment Center	690.93
09/30/2002	Online legal research - West Group Payment Center	64.66
10/03/2002	Courier fee - A-1 Courier Services of South Jersey	28.75
10/16/2002	Miscellaneous: Cureton, Jerald R. - Luncheon Meeting with clients	49.08
10/31/2002	Miscellaneous: Administrative Office of the U.S. Courts - Pacer Service Center	17.15
	Total Advances	1,430.57
	Total Current Work	67,370.44
	Previous Balance	\$70,786.95

Payments

Total Payments for 10/16/2002	-30,000.00
Total Payments for 10/24/2002	-2,950.71
Total Payments	-32,950.71
Balance Due, Please Remit	<u>\$105,206.68</u>

Aged Due Amounts

0-30	31-60	61-90	91-120	121-180	181+
0.00	37,836.24	0.00	0.00	0.00	0.00

Your Sovereign Bank Trust account balance is

10/24/2002	Opening Balance	\$2,950.71
	Attorney Fees and/or Costs	
	PAYEE: Cureton Clark, P.C.	-2,950.71
	Closing Balance	\$0.00

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*Payments received after 12/06/2002
are not included on this statement.*

Services

11/01/2002	JRC	Review faxes from Comlish and Bensel; telephone conference with Bensel	1.00	240.00
	MJJ	Review and analyze Transition agreement	3.40	425.00
	MJJ	Review and analyze TWA MC history of neg	4.30	537.50
	AV	Review and analyze documents; legal research; prepare counterclaim	7.00	1,680.00
	HTH	Review file re: relevant parties	0.20	48.00
	HTH	Documents, revise stipulation	0.30	72.00
	HTH	Document Examine/Review corres. from Katz	0.20	48.00
	TAM	Research statute of limitations and joint employer status	7.60	1,330.00
	TAM	Meeting tony re joint employer status issues	0.40	70.00
11/02/2002	JRC	Research	2.50	600.00
	TAM	Research	4.80	840.00
11/04/2002	JRC	Research	0.70	168.00
	MJJ	Review and analyze March 01 notes	2.70	337.50
	MJJ	Review and analyze NMB and Single Carrier docs	4.60	575.00
	AV	Legal research; read and review documents	5.20	1,248.00
	HTH	Document Examine/Review corres. from Connell	0.20	48.00
	TAM	Research	9.70	1,697.50
11/05/2002	JRC	Telephone conference with Bensel	0.20	48.00
	JRC	Legal research re: Tara's memo	1.00	240.00
	MJJ	Attended in office conference JRC AV HTH TAM	2.00	250.00
	MJJ	Review and analyze all ALPA written seniority proposals	3.70	462.50
	MJJ	Review and analyze March notes	2.80	350.00
	AV	Review and analyze documents; revise counterclaim; office conference with Jrc and TH	4.60	1,104.00
	HTH	Meeting w/ JRC, AV, TAM and PRK re: legal issues	1.70	408.00
	HTH	Document Examine/Review TAM memo re: statute of limitations	0.80	192.00
	TAM	Research	3.20	560.00
	TAM	Meeting case strategy	1.30	227.50
11/06/2002	MJJ	Review and analyze 2002 Letters	3.00	375.00
	MJJ	Review and analyze amended complaint	3.20	400.00
	MJJ	Review and analyze APA written proposals	1.70	212.50
	AV	Review and analyze research memos and case law; office		

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		conference with Tara	0.80	192.00
AV		Review and analyze final draft; office conference; telephone conferences with client	2.20	528.00
TAM		Research	3.50	612.50
11/07/2002	MJJ	Review and analyze May 10 2001 AA presentation	3.50	437.50
	MJJ	Review and analyze 2002 letters to ALPA and APA	3.40	425.00
	JRC	Telephone conference with bensel; review emails from Comlish, et al; review redraft of counterclaims.	2.20	528.00
	HTH	Conference w/ JTi/AV re: service issues	0.20	48.00
	HTH	Document Examine/Review TAM memo re: relations back	0.30	72.00
	HTH	Conference w/ AV and JRC re: additional allegations in amended answer	0.30	72.00
	HTH	Documents, revise amended answer	0.90	216.00
11/11/2002	JRC	Telephone conference with Bensel; review various emails received; conf. with AV	0.70	168.00
	AV	Review and analyze issues re grievances; conference with JRC	0.80	192.00
	AV	Review and analyze documents re grievance issues	0.40	96.00
	HTH	Telephone Attorney J. Katz re: service issues	0.20	48.00
	MJJ	Review and analyze APA Complaint.	3.10	387.50
	MJJ	Draft and revise SUB Timelines.	4.00	500.00
11/12/2002	AV	Review and analyze memo from JRC; memo to JRC; review contract	0.80	192.00
	AV	Preparation of e-mail to opposing counsel; review file	0.40	96.00
	AV	Review and analyze tape recording; conferences with JRC	0.80	192.00
	AV	Telephone conference with court	0.20	48.00
	MJJ	Office conference with Bud Bensel.	3.00	375.00
	MJJ	Review and analyze pay grievance.	3.20	400.00
11/13/2002	JRC	Telephone conference with Bensel; conf. with PHK and AV; review Darrah letter and APA-LAX memo of 6.1.01	1.90	456.00
	AV	office conference with Tara re legal issues	0.30	72.00
	AV	Review and analyze documents; office conference with JRC	1.10	264.00
	AV	Review and analyze legal issues re anticipated motions	1.30	312.00
	MJJ	Review and analyze merger documents.	3.10	387.50
	MJJ	Draft and revise merger timeline.	4.00	500.00
11/14/2002	AV	Review and analyze motion to certify class; conference with JRC and TH	0.80	192.00
	AV	Review and analyze documents and pleadings; legal research; prepare analysis of issues	2.70	648.00
	HTH	Conference w/ AV, JRC re: class cert. motion	0.40	96.00
	HTH	Document Examine/Review request for extension	0.20	48.00
	HTH	Document Examine/Review class cert motion	0.40	96.00
	HTH	Conference w/ AV re: clase cert. motion	0.20	48.00
	MJJ	Update files/records (Bensel files)	6.00	750.00
11/15/2002	AV	Review and analyze resolutions re apa - alpa merger; conference with JRC; conference with PAT	0.50	120.00
	AV	Preparation of memo re outstanding legal issues	0.40	96.00
	AV	Legal research re various legal issues	3.20	768.00
	JRC	Telephone conference with client and review motion for class certification and meet with in-house staff.	3.20	768.00
	TAM	Review and analyze review Tony's memo and recent filings	0.60	105.00
	MJJ	Review and analyze Lomair case.	3.00	375.00
	MJJ	Update files/records (Bensel files)	4.00	500.00

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11/18/2002	AV	office conference with JRC and TM re legal issues	0.50	120.00
	AV	Legal research re	1.70	408.00
	JRC	Review various emails; telephone conversation with Bensel; review AA counsel motion; review AV legal research memo and meet with AV.		
	HTH	Document Examine/Review AV memo re: legal research issues	2.70	648.00
	TAM	Meeting re research assignments	0.30	72.00
	MJJ	Review and analyze NEG Notes.	0.50	87.50
	MJJ	Draft and revise Timeline.	4.30	537.50
			2.10	262.50
11/19/2002	AV	office conference with JRC; office conference with TH re strategy	1.60	384.00
	AV	Review and analyze memo from Tara	0.20	48.00
	AV	Review and analyze issues re class certification	0.60	144.00
	HTH	Conference w/ AV re: legal research assignments	0.50	120.00
	TAM	Legal research	1.00	175.00
	MJJ	Draft and revise Timeline.	3.40	425.00
	MJJ	Draft and revise Sub timeline.	4.20	525.00
11/20/2002	JRC	Legal research re: ; , conf. with PHK; conf. with Bensel and with Young	2.00	480.00
	AJK	Scanning and formatting Pleadings into Microsoft Word	0.40	96.00
	AV	Legal research; review document; conference with JRC	0.30	72.00
	HTH	Conference w/ AV re: class action issues	0.40	96.00
	TAM	Legal research	1.50	262.50
	MJJ	Legal research	3.00	375.00
	MJJ	Draft and revise Ozark timeline.	3.20	400.00
11/21/2002	AV	office conference with Tarra; read and review preemption issues	1.10	264.00
	AV	Legal research re causes of action	0.70	168.00
	HTH	Telephone Attorney J. Katz re: class issues	0.20	48.00
	TAM	Meeting with Tony re	0.40	70.00
	TAM	Legal research	5.80	1,015.00
	MJJ	In office conference with Sally Young.	6.00	750.00
	MJJ	Travel to and From Philadelphia and back.	2.00	250.00
11/22/2002	JRC	Telephone conference with client; review document management procedures with PHK; review documents from Young	2.60	624.00
	AV	office conference re case strategy; read and review documents and case law	1.80	432.00
	HTH	Correspondence with J. Katz re: class action motion	0.30	72.00
	HTH	Conference w/ J. Katz re: class issues/extension; email to AV/JRC	0.30	72.00
	HTH	Conference w/ AV re: class issues	0.20	48.00
	TAM	Legal research	4.60	805.00
	MJJ	Review and analyze Sally Young documents.	9.10	1,137.50
11/23/2002	JRC	Investigation of Young's documents; analyse and digest documents; memo to Comlish	4.00	960.00
11/25/2002	JRC	Review S. Young's documents; conference with Hunt and Valenti re: class cert. motion.	1.80	432.00
	AV	office conference re class issues	0.80	192.00
	AV	Review and analyze legal issues; conference with Tara	0.80	192.00
	MJW	Legal research and review file	2.50	600.00
	TAM	Legal research	4.30	752.50
	MJJ	Review and analyze MEC notes.	3.80	475.00

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Air Line Pilots Association

MJJ	Review and analyze Sally Young documents.	5.00	625.00
11/26/2002	JRC Review Arthur's documents; conf. with PHK; telephone conference with Bensel. AV Review and analyze case law; conference with Tara MJW Legal research HTH Document Examine/Review Katz corres. TAM Research MJJ Review and analyze Sally Young documents.	1.20 0.90 2.40 0.20 5.40 6.00	288.00 216.00 576.00 48.00 945.00 750.00
11/27/2002	JRC Outside conference with Bensel; telephone conference with Bouchard; emailss to various clients; review correspondence. AV Review and analyze rule 26 disclosures AV Review and analyze case law AV office conference with JRC HTH Meeting w/ JRC and PHK re: litigaiton support issues TAM Documents, classify, organize extensive legal research files MJJ Draft and revise sub timeline.	2.00 0.20 0.30 0.30 1.00 2.00 5.20	480.00 48.00 72.00 72.00 240.00 350.00 650.00
11/29/2002	JRC Telephone conference with Bouchard; telephone conference with Bensel; memo to file AV office conference with JRC	2.10 0.30	504.00 72.00
11/30/2002	JRC Letter to Arthur; memo to file on Cary Bouchard For Current Services Rendered	2.60	624.00
		280.80	48,878.00

Expenses

11/01/2002	Facsimile costs	2.00
11/07/2002	Facsimile costs	2.00
11/07/2002	Facsimile costs	2.00
11/10/2002	Long distance telephone charges VERIZON WIRELESS (703068405)	72.15
11/11/2002	Facsimile costs	2.00
11/12/2002	Facsimile costs	2.00
11/13/2002	Facsimile costs	2.00
11/25/2002	Mileage to/from Amanda Graham	7.59
11/30/2002	Photocopy charges	66.45
11/30/2002	Photocopy charges	66.45
	Total Expenses	224.64

Advances

10/01/2002	Online legal research - West Group Payment Center	98.02
10/18/2002	Online legal research - West Group Payment Center	2,959.26
11/08/2002	Courier fee - A-1 Courier Services of South Jersey	28.75
	Total Advances	3,086.03
	Total Current Work	52,188.67
	Previous Balance	\$105,206.68

Payments

Total Payments for 11/13/2002	-30,000.00
Balance Due, Please Remit	\$127,395.35

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Air Line Pilots Association

Aged Due Amounts					
<u>0-30</u>	<u>31-60</u>	<u>61-90</u>	<u>91-120</u>	<u>121-180</u>	<u>181+</u>
67,370.44	7,836.24	0.00	0.00	0.00	0.00

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Bensel, Leroy
5 Carter Lane
Marlton NJ 08053

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Air Line Pilots Association

*Payments received after 01/07/2003
are not included on this statement.*

Services

12/02/2002	MJJ	Plan and prepare for developing summary of facts by issue	5.20	650.00
	AV	office conference re class certification issues	0.50	120.00
	AV	Review and analyze memo from JRC	0.10	24.00
	AV	Office conference with client	2.40	576.00
	AV	Review and analyze documents	2.70	648.00
	HTH	Meeting w/ JRC & AV and B. Bensel re: damage issues	0.70	168.00
	HTH	Conference w/ JRC and AV re: discovery/class issues	0.60	144.00
12/03/2002	MJJ	Review and analyze docs for fact review	6.30	787.50
	JRC	conf. with Jim Arthur; Bud Bensel; PHK	3.80	912.00
	AV	Legal research; prepare motion for class certification	9.10	2,184.00
12/04/2002	MJJ	Draft and revise summary of facts for motion answers	5.30	662.50
	JRC	Telephone conference with client; conference with Matt Comlish; research legal theoris; research class motion	2.10	504.00
	AV	office conference with JRC; office conference with TH	0.80	192.00
	AV	Preparation of motion	5.00	1,200.00
12/05/2002	MJJ	Review and analyze new docs from Comlish	4.40	550.00
	JRC	conf with Bensel and Comlish; telephone conference with Case	3.00	720.00
	AV	Legal research; prepare legal memos and motion	3.00	720.00
	HTH	Research class action issues	0.20	48.00
	HTH	Conference w/ AV re: class action issues	0.40	96.00
12/06/2002	JRC	Telephone conference with Bensel; review Ozark grievance and arbitration documents; conf. with Comlish; telephone conference with Parker	4.50	1,080.00
	AV	office conferences with JRC	1.20	288.00
	HTH	Conference w/ AV and JRC re: class issues	0.50	120.00
	TAM	Legal research	0.20	35.00
	TAM	Legal research	0.30	52.50
12/07/2002	JRC	Legal research ... telephone conference with Bensel	3.10	744.00
12/09/2002	HTH	Documents, revise class action brief	1.00	240.00
12/10/2002	JRC	Outside conference with Jim Katz; telephone conference with		

Bensel, Leroy

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Bensel; telephone conference with Connell; conf. with Comlish; draft declaration of counsel for class certification;				
AV	Legal research; prepare motion	4.80	1,152.00	
HTH	Travel Jim Katz's office and back	3.80	912.00	
HTH	Meeting w/ J. Katz and JRC re: discovery issues	0.70	168.00	
HTH	Document Examine/Review Rule 26 disclosures	1.50	360.00	
HTH	Meeting, Prepare for w/ J. Katz	0.20	48.00	
HTH	Conference w/ JRC re: discovery issues	0.20	48.00	
HTH	Prepare pleading/motion form of order	0.90	216.00	
HTH	Prepare pleading/motion cert. in support of class certification	0.80	192.00	
TAM	Legal research class certification	1.00	240.00	
		0.40	70.00	
12/11/2002	JRC	Telephone conference with Katz (2); Bensel (2); conf. with staff re: motion to dismiss of ALPA; review motion; settlement discussions	4.70	1,128.00
	AJK	Communicate with Recorder of Deeds	0.30	72.00
	AV	Review and analyze motion	0.90	216.00
	AV	Legal research	0.90	216.00
	TAM	Legal research	2.70	472.50
	TAM	Digest depositions, documents	2.00	350.00
12/12/2002	MJJ	Review and analyze motion for summary judgement	4.30	537.50
	AV	Legal research re motion to dismiss filed by ALPA	2.00	480.00
	AV	Telephone conference with Tara re motions	0.20	48.00
	HTH	Conference w/ TAM re: Bensel research issues	0.40	96.00
	HTH	Conference w/ JRC re: case strategy/form of order	0.20	48.00
	HTH	Conference w/ TAM and JRC re: issues re: motion to dismiss	0.50	120.00
	HTH	Document Examine/Review motion to dismiss	0.40	96.00
	TAM	Legal research	4.80	840.00
	TAM	Meeting with JRC re strategy	0.60	105.00
	MJJ	Review and analyze alpa motion	4.10	512.50
12/13/2002	AV	Review and analyze draft joint discovery plan; prepare proposed revisions	0.30	72.00
	AV	Review and analyze motions to dismiss; legal research re motions; office conference re strategy	6.10	1,464.00
	HTH	Conference w/ AV, TAM re: extension	0.20	48.00
	HTH	Meeting w/ client, JRC, AV re: mediators/special matters	0.50	120.00
	HTH	Conference w/ JRC re:	0.40	96.00
	TAM	Legal research	0.10	17.50
	TAM	Legal research	0.90	157.50
	TAM	Meeting with Tony re motion to dismiss	0.10	17.50
12/15/2002	TAM	Legal research	1.50	262.50
	TAM	Review file review of motions to dismiss	1.80	315.00
12/16/2002	AV	office conference re court conference and strategy	0.80	192.00
	AV	Review and analyze pleadings for required changes	0.20	48.00
	AV	Review and analyze memo from pilot	0.20	48.00
	AV	Telephone conferences with opposing counsels re motion scheduling	0.30	72.00
	AV	Review and analyze motions; review case law; conferences with Tara re research issues	1.90	456.00
	JRC	Telephone conference with adversaries and draft and revise letter to court re: simplifying pleadings, class cert. and motions to dismiss.	2.90	696.00
	MJJ	Outside conference with Ted Case	4.90	612.50

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	TAM	Legal research Response to American's brief	8.80	1,540.00
12/17/2002	MJJ	Travel to and From Atlanta to Baltimore	4.00	500.00
	MJJ	Outside conference with Ted Case	4.00	500.00
	AV	Legal research re motions to dismiss	5.00	1,200.00
	HTH	Review and analyze final scheduling order	0.20	48.00
	TAM	Legal research and brief standing (response to American's motion)	4.80	840.00
	TAM	Research potential arbitrator	5.70	997.50
12/18/2002	AV	office conference re strategy for conference	1.90	456.00
	AV	Legal research re motions to dismiss	4.60	1,104.00
	HTH	Conference w/ JRC, AV and TAM in prep. for conference	2.00	480.00
	HTH	Document Examine/Review American Motion	0.60	144.00
	TAM	Legal research response to American's brief	1.20	210.00
	TAM	Prepare and research list of arbitrators for conference	2.20	385.00
	TAM	Meeting re strategy	1.90	332.50
	TAM	Conference with JRC, Pat and Bud's contact re arbitrators	0.30	52.50
12/19/2002	MJJ	Attended meeting on Bensel matter.JRC, HHT, TAM, AV, BB	1.10	137.50
	AV	Legal research; prepare for conference	0.70	168.00
	AV	Travel to and From court; attend conference with court	4.70	1,128.00
	HTH	Court appearance case maangement conference and travel thereto	4.00	960.00
	HTH	Hearing, prepare for	0.70	168.00
	TAM	Prepare scheduling conference; finalize arbitrator list	0.60	105.00
	TAM	Conference scheduling conference and travel time	4.50	787.50
12/20/2002	MJJ	Communicate with David Casulli and Darsh Dhillon TWA pilots	4.30	537.50
	JRC	conf.with pilots in our office; review status and schedule; telephone conference with Bensel	2.90	696.00
	AV	Review and analyze documents from client	0.50	120.00
	AV	office conference with JRC re pleading and class certification issues	0.30	72.00
	MJW	Review and analyze motions	0.70	168.00
	TAM	Legal research	3.30	577.50
	TAM	Telephone w/ client with Charles Parker	0.20	35.00
12/23/2002	JRC	telephone conference with Bensel; review eclat resume re: eclat's retention by American Airlines	0.50	120.00
	AV	Review and analyze letter from opposing counsel	0.10	24.00
	AV	Review and analyze proposed order	0.10	24.00
	AV	Review and analyze letter	0.10	24.00
	AV	Review and analyze class certification issues	0.40	96.00
	MJJ	Telephone conference with Matt Comlish	0.50	62.50
	MJJ	Draft and revise Timeline for Bensel	1.20	150.00
	MJJ	Review and analyze Bensel Docs	2.30	287.50
	HTH	Conference w/ JRC re:	0.30	72.00
	TAM	Research major/minor analysis	3.50	612.50
12/24/2002	MJJ	Update files/records Bensel Docs	2.30	287.50
12/26/2002	AV	Review and analyze notes from conference; prepare proposed orders	0.70	168.00
	AV	Letter to opposing counsels re proposed orders	0.20	48.00
	AV	Review and analyze materials re class certification issues	0.30	72.00
12/27/2002	AV	Revise proposed order	0.20	48.00
	AV	Telephone conference with Katz	0.30	72.00

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AV	Telephone conference with American's counsel	0.30	72.00
AV	Review and analyze pleadings re statute issues	0.40	96.00
AV	Prepare and organize documents	0.60	144.00
12/30/2002	MJJ OFF		0.00
	AV Telephone conferences with opposing counsel re orders; revise proposed orders; memo to TH	1.30	312.00
	HTH Document Examine/Review form of order re: dismissal; conf. with AV re: s	0.20	48.00
12/31/2002	MJJ OFF		0.00
	HTH Document Examine/Review various forms of orders; emails to O'Connel	0.40	96.00
	For Current Services Rendered	<u>224.70</u>	<u>44,289.00</u>

Expenses

11/25/2002	Long distance telephone charges ATX Telecommunications Service	2.65
12/11/2002	Facsimile costs	2.00
12/31/2002	Photocopy charges	207.75
12/31/2002	Photocopy charges	3.60
12/31/2002	Photocopy charges	331.65
12/31/2002	Postage	9.17
	Total Expenses	<u>556.82</u>

Advances

11/01/2002	Automated Legal Research - West Group Payment Center	121.64
11/20/2002	Automated Legal Research - West Group Payment Center	322.15
12/03/2002	Courier fee - United Parcel Service	10.88
12/10/2002	Courier fee - United Parcel Service	10.88
12/10/2002	Courier fee - United Parcel Service	5.75
	Total Advances	<u>471.30</u>
	Total Current Work	45,317.12
	Previous Balance	\$127,395.35

Payments

Total Payments for 12/06/2002	-30,000.00
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Balance Due, Please Remit	<u>\$142,712.47</u>
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Aged Due Amounts					
<u>0-30</u>	<u>31-60</u>	<u>61-90</u>	<u>91-120</u>	<u>121-180</u>	<u>181+</u>
0.00	97,395.35	0.00	0.00	0.00	0.00

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Bensel, Leroy
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*Payments received after 02/05/2003
are not included on this statement.*

Services

01/02/2003	JRC	Telephone conference with Bensel re: ALPA organizing APA.	0.70	168.00
01/03/2003	AV	Review and analyze memo from TH and draft orders from opposing counsel	0.20	48.00
01/06/2003	AV	Telephone conference with opposing counsel's office	0.10	24.00
	JRC	Telephone conference with clients; review Darnell letter.	2.20	528.00
	AV	Telephone conference with opposing counsel	0.20	48.00
	AV	Review and analyze proposed realignment order; prepare revisions and memo to opposing counsel	0.50	120.00
	AV	Review and analyze proposed class certification order; read and review certification briefs; prepare revisions to proposed order	0.70	168.00
01/07/2003	AV	Telephone conference with Katz re proposed order for realignment	0.20	48.00
	AV	Review and analyze memo from JRC	0.10	24.00
	AV	Review and analyze draft class certification orders with TH; memo to opposing counsels with changes	0.30	72.00
	HTH	File memorandum , prepare to AV/JRC	0.20	48.00
	HTH	Telephone Attorney T. Connell	0.20	48.00
	HTH	Conference w/ AV re: class order	0.30	72.00
01/08/2003	JRC	Conf with Bensel; letter to adversaries re: Base Closing arbitrations	2.00	480.00
	AV	Review and analyze proposed orders and emails from opposing counsel; telephone conversations with opposing counsels; conference with JRC	1.10	264.00
	AV	Review and analyze pleadings re amending complaint	0.30	72.00
01/09/2003	MJJ	Review and analyze documents from Jim Arthur	3.00	375.00
	AV	Review and analyze orders proposed by opposing counsel; conference with TH	0.50	120.00
	AV	Telephone conference with Katz re class issues	0.40	96.00
	HTH	Document Examine/Review orders entered by court	0.20	48.00
	HTH	Conference w/ AV and J. Katz	0.50	120.00
	MJW	Office conference with AV	0.30	72.00
	MJW	Review and analyze docs and pleadings and prior opinions	3.30	792.00

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01/10/2003	AV	Review and analyze memos re		0.10	24.00
	AV	office conference with TH; read and review revised orders from opposing counsel		0.20	48.00
	AV	Office conference with TH and TM re research issues and strategy.		0.30	72.00
	AV	office conference with MW re standing issues.		0.10	24.00
	MJJ	Draft and revise Letter to AA ALPA APA		1.00	125.00
01/13/2003	JRC	Review list of all documents for purpose of responding to motions to dismiss; devise restructuring of documents;		3.20	768.00
	AV	Review and analyze revised order; conference with HTH		0.20	48.00
	HTH	Conference w/ AV re: class cert order		0.20	48.00
	HTH	Telephone Attorney J. Connell		0.20	48.00
	TAM	Legal research		1.80	315.00
	MJW	Review and analyze docs, pleadings, briefs		1.50	360.00
01/14/2003	JRC	Telephone conference with Bensel; and with Case re: motions to dismiss and affidavits		2.40	576.00
	JRC	Telephone conference with Brady; Case; Bensel; conf. with Valenti and Hunt re: class certification		2.30	552.00
	HTH	Telephone Attorney J. Katz re: class cert. order		0.50	120.00
	HTH	Conference w/ AV and JRC re: class cert order		0.60	144.00
	HTH	Conference w/ AV re: class cert order		0.20	48.00
	AV	Review and analyze documents; research re class issues; multiple conferences and reviews of draft orders		4.20	1,008.00
	MJW	Office conference with Tara		0.40	96.00
	MJW	Review and analyze pleadings, briefs, docs		2.20	528.00
01/15/2003	MJJ	Telephone conference with Bensel		0.30	37.50
	MJW	Legal research		3.50	840.00
01/16/2003	AV	Review and analyze documents and letters submitted to court by opposing counsel		0.20	48.00
	AV	Telephone conference with TH		0.10	24.00
	HTH	Document Examine/Review exhibits/core documents		1.80	432.00
	HTH	Document Examine/Review Americna brief		1.00	240.00
01/17/2003	MJJ	Telephone conference with Bensel; email to all clients; conf. with Bensel; meeting concerning documents and relief.		3.20	768.00
	AV	office conference with JRC and TH		1.00	240.00
	AV	Review and analyze letters and memos from TH and JRC		0.20	48.00
	AV	Review and analyze documents for amended pleading		0.40	96.00
	AV	Review and analyze documents		0.60	144.00
	JRC	Telephone conference with Ted Case re:			
	HTH	Correspondence with Irenas		0.80	192.00
	HTH	Conference w/ JRC and AV		0.60	144.00
	TAM	Legal research ,		0.70	168.00
	MJW	Legal research re: RLA		0.10	17.50
	MJW	Review and analyze pleadings and briefs		3.60	864.00
				4.50	1,080.00
01/18/2003	JRC	Review and analyze documents; draft portion of amended complaint; telephone conference with Bensel		1.80	432.00
	TAM	Legal research		2.70	472.50
	TAM	Legal research		4.80	840.00
	AV	Legal research - read and review case law re legal issues raised in motions		2.80	672.00
	MJW	Legal research re: case		5.40	1,296.00

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01/19/2003	JRC	Review and analyze documents for the amended complaint; telephone conference with Bensel (3)	2.50	600.00
	AV	Legal research for amended pleading; prepare amended pleading	3.60	864.00
	MJW	Legal research	3.20	768.00
01/20/2003	JRC	Telephone conference with Cary Bouchard re: interpretation of Supp. CC	0.70	168.00
	MJW	Office conference with JRC, AV	0.80	192.00
	MJW	Office conference with AV	0.50	120.00
	MJW	Preparation of brief, research	3.50	840.00
	HTH	Conference w/ AV and TAM re: American Claims	0.70	168.00
	HTH	Document Examine/Review dcouments produced by Johnson to Stephens reques	0.20	48.00
	HTH	Interrogatories, prepare and doc. request/Fuji to Kelstar	2.70	648.00
	TAM	Legal research	0.40	70.00
	TAM	Meeting re amended complaint	0.50	87.50
	AV	office conferences multiple with JRC; TH and MJW; read and review arbitration award; read and review case law; prepare amended pleading	7.20	1,728.00
	MJW	Office conference with JRC, AV	0.80	192.00
01/21/2003	MJJ	Review and analyze MEC notes	7.20	900.00
	AV	office conference with JRC	0.80	192.00
	MJW	Office conference with AV re: research	0.30	72.00
	MJW	Legal research re: case	1.20	288.00
01/22/2003	AV	Review and analyze letter from opposing counsel	0.10	24.00
	AV	Telephone conference with JRC	0.10	24.00
	AV	office conference with TH	0.20	48.00
	HTH	Documents, revise amended complaint	1.00	240.00
	TAM	Review and analyze amended complaint	1.20	210.00
01/23/2003	JRC	Outside conference with Hollander and Bensel; telephone conference with Pete Brady.	7.00	1,680.00
	JRC	Review and analyze APA exploratory committee report; emails; telephone conference with Baffi and telephone conference with Bensel	2.50	600.00
	AV	office conference with TH	0.30	72.00
	AV	Review and analyze documents and research materials	1.70	408.00
01/24/2003	AV	office conference with JRC	0.30	72.00
01/27/2003	JRC	Draft and revise complaint; emails to clients re: complaint issues; telephone call to Bensel	3.40	816.00
	AV	Review and analyze p from client; conference with JRC; finalize second amended complaint; letter to court	1.80	432.00
	HTH	Conference w/ JRC re: doc organization	0.30	72.00
01/28/2003	JRC	Outside conference with client; prepare for trip to STL.	3.80	912.00
	HTH	Conference w/ JRC prep. meeting on Thursday	0.70	168.00
	HTH	Review file in prep. for meeting on Thursaday	0.50	120.00
01/29/2003	HTH	Travel St. Louis	4.00	960.00
	JRC	travel to STL and meet with clients	6.00	1,440.00
01/30/2003	MJW	Office conference with AV re: case	0.40	96.00
	HTH	Meeting w/ client in St. Louis	8.00	1,920.00

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JRC	meetings with client	8.00	1,920.00
01/31/2003	AV Review and analyze rule 11 letter	0.10	24.00
	MJW Legal research	1.50	360.00
	HTH Meeting w/ client in St. Louis	8.00	1,920.00
	JRC meetings with clients and travel to NJ from STL	8.00	1,920.00
	For Current Services Rendered	<u>184.90</u>	<u>42,306.00</u>

Expenses

12/02/2002	Travel expense: Patrick Kazmaier	93.09
12/02/2002	Travel expense: Patrick Kazmaier	50.99
12/03/2002	Travel expense: Patrick Kazmaier	21.50
12/04/2002	Travel expense: Patrick Kazmaier	0.34
12/15/2002	Travel expense: Patrick Kazmaier	52.75
12/16/2002	Travel expense: Patrick Kazmaier	16.80
12/16/2002	Travel expense Patrick Kazmaier - Lodging	75.71
12/16/2002	Travel expense: Patrick Kazmaier	27.33
12/16/2002	Travel expense Patrick Kazmaier - Car Rental	76.22
12/17/2002	Travel expense Patrick Kazmaier - Parking (Airport)	24.80
12/17/2002	Mileage to/from Patrick Kazmaier - Mileage	15.18
12/17/2002	Travel expense Patrick Kazmaier - Airline Ticket	157.00
12/25/2002	Long distance telephone charges ATX Telecommunications Service	33.35
01/29/2003	Postage	4.86
01/31/2003	Photocopy charges	23.25
01/31/2003	Photocopy charges	<u>171.00</u>
	Total Expenses	844.17

Advances

12/10/2002	Miscellaneous: Hunt, H. Thomas - Lunch with JRC re: discovery issues	16.00
12/19/2002	Miscellaneous: Cureton, Jerald R. - Lunch meeting	83.50
12/31/2002	Online legal research - West Group Payment Center	283.60
12/31/2002	Online legal research - West Group Payment Center	1,425.75
12/31/2002	Online legal research - West Group Payment Center	54.61
12/31/2002	Online legal research - West Group Payment Center	487.12
12/31/2002	Online legal research - West Group Payment Center	32.72
01/16/2003	Courier fee - United Parcel Service	10.88
01/21/2003	Courier fee - United Parcel Service	<u>13.43</u>
	Total Advances	2,407.61

Total Current Work	45,557.78
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Previous Balance	\$142,712.47
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Payments

Total Payments for 01/08/2003	-30,000.00
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Balance Due, Please Remit	<u>\$158,270.25</u>
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Aged Due Amounts					
0-30	31-60	61-90	91-120	121-180	181+
45,317.12	0.00	67,395.35	0.00	0.00	0.00


SECURETON CLARK

3000 Midlantic Drive Suite 200 Mt. Laurel, NJ 08054 • 856-824-1001 • fax 856-824-1008

Bensel, Leroy
 5 Carter Lane
 Marlton NJ 08053

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 03/04/2003
 Our File Number: 3895-001B
 Invoice No: 26577

Air Line Pilots Association

*Payments received after 03/04/2003
 are not included on this statement.*

Services

02/03/2003	HTH	Conference w/ JTI and Andrew Buffi re: doc. organization	0.80	192.00
	HTH	File memorandum , prepare re: document organization	0.20	48.00
	AV	office conferences with TH and JRC	0.40	96.00
	CS	Office conf. with JRCureton re: Rule 11 letter	0.20	48.00
	CS	Review and analyze Rule 11 letter from opposing counsel	1.00	240.00
	CS	Legal research re:	1.30	312.00
02/04/2003	WSW	Office conference with JRC re: bankr issues	0.20	48.00
	MJW	Review and analyze Tara files and research to date	3.20	768.00
	AV	Telephone conference with Katz	0.20	48.00
02/05/2003	JRC	review domicile closing issue; conf. with Tom Hunt; conf. with Bensel; telephone calls with Bensel	3.60	864.00
	CS	Legal research .	2.30	552.00
02/06/2003	JRC	review memo from Martin Lyles, LLC re:		
	WSW	Review and analyze memo from JRC; draft and revise response memo to JRC	2.80	672.00
	WSW	Office conference with JRC re: bankr issues	0.20	48.00
	HTH	Conference w/ JRC re: bankruptcy issues	0.20	48.00
	MJW	Review and analyze amended complaint	1.00	240.00
	MJW	Legal research on	2.10	504.00
	AV	Review and analyze letters and memos	0.30	72.00
	AV	Review and analyze legal memos	0.40	96.00
02/07/2003	JRC	re: domicile closure issue: memo to attorneys; telephone conferences with Bensel; telephone conferences with Cooney	3.00	720.00
	MJW	Office conference with JRC	0.40	96.00
	JRC	Telephone conference with Ted Case re:		
	MJW	Review and analyze case law, motions made in previous and companion matters	1.60	384.00
	AV	Review and analyze letter from opposing counsel; read and review memos from JRC; office conference with JRC	3.30	792.00
	AV	Preparation and organize research files	1.10	264.00
	CS	Legal research Rule 11 claims - case law in 3rd Cir re: rule	0.60	144.00

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11,

			4.80	1,152.00
	CS	Preparation of legal memo to JRC re: rule 11 issues, etc.; review of cases; review of declaratory judgment action filed by American Airlines; Review of arbitration award; revise memo	2.30	552.00
02/08/2003	JRC	Draft and revise opposition to motions to dismiss; draft outline; review documents, memos and research to date; draft emails to clients, and to MW re: Count X of complaint.	3.00	720.00
02/09/2003	HTH	Document Examine/Review emails (5x); conf. with JRC re: bankruptcy issues	0.20	48.00
02/10/2003	MJW	Office conference with JRC, CS	0.70	168.00
	JRC	Review and analyze domicile base closing documents, including new emails received today. Conf. with MW and CS re: legal research and law		
	JRC	telephone conference with bensel; conf. with Hunt Legal research re: ALPA motion to dismiss	2.50	600.00
		conf . with Andrew Baffi re: documentation for our response.	1.20	288.00
	AV	Review and analyze memo re potential additional claims; prepare memo to JRC	1.20	288.00
	AV	Review and analyze letter	0.10	24.00
	CS	office conf. w/ JRCureton and M.Wietrochowski re: rule 11, class issues and other issues in case	1.50	360.00
02/11/2003	AV	Preparation of memo to TH	0.10	24.00
	JRC	conf. with Baffi and Bensel re: ALPA motion to dismiss; review Baffi memo	1.00	240.00
	AV	Review and analyze letter	0.10	24.00
	JRC	conf with Bensel; conf. with HTH and AV re: motions to dismiss	2.00	480.00
	HTH	Document Examine/Review AV analysis re: Girardo memo	0.20	48.00
	HTH	Document Examine/Review AV email re: :		
	HTH	Document Examine/Review corres. from lawyers group	0.20	48.00
	MJW	Office conference with AV	0.20	48.00
	MJW	Review and analyze memo JRC, AV	0.50	120.00
	MJW	Legal research re:	0.40	96.00
	MJW	Review and analyze docs	4.70	1,128.00
	CS	Revise rule 11 memo	0.40	96.00
			0.50	120.00
02/12/2003	AV	Review and analyze memo from JRC; prepare response memo re motions	0.20	48.00
	JRC	Telephone conference with Vito Laroso	0.20	48.00
	AV	Review and analyze legal memo from MJW; memo to MJW; conference with MJW	0.40	96.00
	AV	Review and analyze memo's; office conferences with JRC and TH; read and review motions	1.10	264.00
	AV	Review and analyze letters re motions	0.20	48.00
	HTH	Document Examine/Review email re: APA change of position	0.20	48.00
	HTH	Conference w/ JRC re: APA change of position	0.20	48.00
	HTH	Conference w/ JRC/AV re: motions	0.80	192.00
02/13/2003	JRC	Telephone conference with Bensel re: standing issues and ALPA's continued representation	0.60	144.00

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	AV	office conferences; read and review court order and letters; letters to opposing counsel re time frames	1.10	264.00
	AV	Legal research for motion oppositions	2.10	504.00
	AV	Telephone conference with client	0.20	48.00
	TAM	Research	0.30	52.50
02/14/2003	AV	office conference with Bud; telephone conversation with opposing counsel	1.00	240.00
	JRC	Conference with Bensel; review documents	2.50	600.00
02/17/2003	MJW	Legal research westlaw home on issue and motion to dismiss	3.20	768.00
02/18/2003	AV	Telephone conferences with opposing counsels re motions	0.40	96.00
	AV	Telephone conference with Comlish; read and review documents; telephone conversation with Bensel	1.70	408.00
	AV	Review and analyze memo from Case; prepare reply to case	0.40	96.00
	AV	Review and analyze letter from Katz; memo to JRC and TH; telephone conversation with Katz re count 10	0.50	120.00
	AV	Telephone conference with TH	0.30	72.00
	AV	Review and analyze documents re arbitration	0.60	144.00
	TAM	Meeting with Anthony re ALPA and voluntary recognition	0.40	70.00
02/19/2003	AV	office conference with CS re rule 11 issues	0.20	48.00
	AV	Review and analyze memo's and documents from client; memo to JRC	0.60	144.00
	AV	office conference with TH; forward memos to TH.	0.50	120.00
	HTH	Conference w/ AV re: new legal theories	0.30	72.00
02/20/2003	AJK	Legal research - Printing cases off Westlaw	1.60	384.00
	HTH	Research	0.30	72.00
	TAM	Document Examine/Review American's power point presentation	0.80	140.00
	TAM	Telephone with Bud/Tom Brown re American's presentation	0.20	35.00
02/21/2003	MJW	Legal research, review memo and notes	2.20	528.00
	MJW	Legal research		0.00
02/23/2003	HTH	Research re:	2.20	528.00
02/24/2003	JRC	telephone conference with Bensel; conf. with Valenti re: motions and Count X; conference with Baffi re: statement of facts; review and prepare for statement of facts.	3.90	936.00
	AV	Review and analyze materials from Matt Comlish	0.70	168.00
	AV	office conferences with JRC	0.40	96.00
	MJW	Office conference with JRC re: standing and signed auth forms	0.30	72.00
02/25/2003	JRC	Draft letter to Hoffman re: Rule 11; meeting with client and staff re: Rule 11 threat and status of response to motions to dismiss; begin drafting certifications for responses;	4.20	1,008.00
	AV	office conference with JRC and TH	1.00	240.00
	AV	Review and analyze documents from client	0.50	120.00
	AV	Review and analyze and revise letter to opposing counsel re count X	0.40	96.00
	AV	Telephone conferences with opposing counsel's office	0.20	48.00
	AV	Review and analyze case law	0.30	72.00
	HTH	Document Examine/Review info. re: Minerva	0.20	48.00
	HTH	Research Research --	2.10	504.00
	HTH	Conference w/ JRC, AV and clients re: case strategy	1.50	360.00

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TAM	Research		6.00	1,050.00
TAM	Meeting re strategy on motion to dismiss		1.00	175.00
02/26/2003	AV	office conference with TH re voluntary recognition issues	0.20	48.00
	JRC	Telephone conference with Bensel; conference with Baffi re: certifications for opposition to motion to dismiss; draft memo to Parker re: TWA/OZA agreement and his arbitration	3.60	864.00
	AV	Review and analyze materials for motion oppositions	0.60	144.00
	AV	Legal research re:	0.50	120.00
	MJW	Office conference with attys	0.50	120.00
	AV	Legal research for motion opposition	1.60	384.00
	MJW	Legal research	1.40	336.00
	HTH	Research Internet Minerva	0.40	96.00
	HTH	Telephone R. Sharda	0.20	48.00
	HTH	Research RLA: impact of merger on voluntary recognition	1.30	312.00
	HTH	Telephone w/ Sharda	0.50	120.00
	TAM	Draft and revise and research preemption	4.80	840.00
	TAM	Draft and revise Response to American's Motion- Preemption	5.30	927.50
	TAM	Meeting with plaintiffs re developments	1.80	315.00
02/27/2003	WSW	Office conference with HTH, TM and client re: bankr issues	0.40	96.00
	AV	Office conference with TH; Tara and client	1.00	240.00
	AV	Telephone conference with client	0.20	48.00
	AV	Legal research for motion oppositions	3.00	720.00
	JRC	conference with Baffi and Bensel re: certifications	1.10	264.00
	MJW	Legal research, meetings with attys	4.40	1,056.00
	HTH	Research peoples express and related cases; email	0.60	144.00
	HTH	Conference w/ B. Bensel and others re: DFR iisues	1.00	240.00
02/28/2003	JRC	Telephone conference with Case re: NMB and APA theories and Reno air; accessing NMB documents concerning joint employer status of LLC and AA; telephone conference with Bensel	1.00	240.00
	JRC	Draft and revise certifications	2.70	648.00
	MJW	Legal research re:		
	MJW	Office conference with TH and AV re: case	5.50	1,320.00
	AV	Telephone conference with client	0.40	96.00
	AV	Legal research; read and review documents re motion oppositions	1.30	312.00
	AV	Legal research for motion oppositions	3.80	912.00
	HTH	Research	2.60	624.00
	HTH	Conference w/ JRC and AV re: intervention issues	0.30	72.00
	HTH	Conference w/ JRC, AV, ALWB and Ted Case re: Case theories	0.50	120.00
	TAM	Draft and revise Response to American's Brief- Preemption	0.80	192.00
	For Current Services Rendered			6.00 1,050.00
				<hr/> 167.90 38,567.00

Expenses

12/19/2002	Travel expense Valenti, Anthony	6.00
12/19/2002	Mileage to/from Valenti, Anthony	7.59
01/25/2003	Long distance telephone charges ATX Telecommunications Service	5.12
02/10/2003	Facsimile costs	2.00
02/10/2003	Facsimile costs	2.00
02/27/2003	Travel to Baltimore, parking, tolls	125.00
02/28/2003	Photocopy charges	13.35
02/28/2003	Photocopy charges	130.95
02/28/2003	Postage	1.48
	Total Expenses	<hr/> 293.49

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Advances

01/17/2003	Courier fee - A-1 Courier Services of South Jersey	28.75
01/18/2003	Online legal research - West Group Payment Center	203.72
01/19/2003	Online legal research - West Group Payment Center	218.96
01/27/2003	Courier fee - United Parcel Service	10.88
01/27/2003	Courier fee - United Parcel Service	10.88
01/27/2003	Courier fee - United Parcel Service	10.88
01/27/2003	Courier fee - A-1 Courier Services of South Jersey	28.75
01/28/2003	Courier fee - United Parcel Service	10.88
01/28/2003	Miscellaneous: Cureton, Jerald R. Lunch Meeting	5.37
02/13/2003	Courier fee - United Parcel Service	10.88
02/25/2003	Miscellaneous: Cureton, Jerald R. -Lunch Meeting with clients	55.13
02/27/2003	Transcription fees - ParaPlus - Transcription of CD	270.00
02/28/2003	Lunch - St. Louis	20.00
	Total Advances	<u>885.08</u>
	Total Current Work	39,745.57
	Previous Balance	\$158,270.25

Payments

Total Payments for 02/10/2003	-30,000.00
Balance Due, Please Remit	<u>\$168,015.82</u>

Aged Due Amounts					
0-30	31-60	61-90	91-120	121-180	181+
45,557.78	45,317.12	37,395.35	0.00	0.00	0.00

CURETON CLARK

3000 Midlantic Drive Suite 200 Mt. Laurel, NJ 08054 • 856-824-1001 • fax 856-824-1008

Bensel, Leroy
5 Carter Lane
Marlton NJ 08053

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*Payments received after 04/03/2003
are not included on this statement.*

Services

03/01/2003	JRC	draft certifications for clarke, case.	2.50	600.00
	TAM	Research	3.50	612.50
03/02/2003	JRC	draft pastore cert. check emails, telephone conference with Bensel; emails to Baffi, pastore.	3.40	816.00
	AV	Legal research for opposition to motions	3.20	768.00
03/03/2003	JRC	travel to and conference with Bensel and Pastore re: Pastore certificaitons; telephone conference with Dougherty re: safety issues	5.00	1,200.00
	AV	Legal research for motion oppositions; read and review motions	3.00	720.00
	MJW	Office conference with attys, read briefs	1.40	336.00
	HTH	Document Examine/Review motions	0.70	168.00
	TAM	Draft and revise brief on major/minor issue	4.40	770.00
	TAM	Review file Review defendants' motion to dismiss	3.50	612.50
03/04/2003	JRC	Review and analyze motions; conf. with Bensel; telephone conference with Arthur	3.10	744.00
	JRC	Meeting with client and with legal staff to evaluate motions and to discuss response.	2.00	480.00
	JRC	Legal research and read all cases pulled on		
	MJW	Review and analyze motions	1.30	312.00
	MJW	Attended meeting with litigation group	1.50	360.00
	AV	office conference re motion opposition strategy	1.00	240.00
	AV	Preparation of opposition outline	1.50	360.00
	HTH	Document Examine/Review all motions exc. Count X	1.00	240.00
	HTH	Meeting w/ JRC, AV, TAM, MJW re: brief	2.60	624.00
	TAM	Research and draft brief on major/minor	1.60	384.00
	TAM	Meeting on drafting of responses	8.50	1,487.50
			1.50	262.50
03/05/2003	JRC	Draft and revise Bensel cert; revise Pastore cert; assemble info re: Count X for MW; leave voice mail for plaintiffs and email the motions to plaintiffs		
	AV	Telephone conferences with opposing counsel's re briefing schedule	1.90	456.00
	AV	Telephone conference with court law clerk re motion schedule, letter to court	0.30	72.00
			0.30	72.00

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	AV	Legal research for motion oppositions.	0.30	72.00
	TAM	Research	5.30	927.50
03/06/2003	AV	Legal research for oppositions to motions	2.00	480.00
	TAM	Research	2.00	350.00
03/07/2003	JRC	Telephone conference with Bensel; Darsh. Redraft Pastore cert.; respond to numerous emails.		0.00
	AJK	Scanning and formatting documents into Microsoft Word	0.60	75.00
	AV	Telephone conference with counsel handling the Reno case	0.70	168.00
	AV	Legal research for oppositions to motions	3.50	840.00
	HTH	Conference w/ JRC re: AV's concerns	0.20	48.00
	TAM	Telephone conference with Alan Berkowitz	0.80	140.00
	TAM	Telephone Alan Berkowitz re case strategy	0.10	17.50
	TAM	Research	2.40	420.00
03/08/2003	AV	Preparation of oppositions to APA and ALPA motions	2.40	576.00
	HTH	Brief, prepare response to motion to dismiss of American; standing/juris	2.50	600.00
	TAM	Research	0.70	122.50
03/09/2003	JRC	draft power point presentation to clients re:		
	AV	Preparation of oppositions to APA and ALPA motions	2.00	480.00
	TAM	Research	7.80	1,872.00
	TAM	Draft and revise preemption brief	4.30	752.50
			8.50	1,487.50
03/10/2003	JRC	conference with bensel; research repare power point; emails to pilots		
	MJW	Preparation or brief, legal research	4.50	1,080.00
	AV	Telephone conference with court; letter to counsel re motion schedule	4.50	1,080.00
	AV	Review and analyze documents re single carrier status and APA certification	0.30	72.00
	AV	Review and analyze memos from client; legal research re client's theories	0.60	144.00
	HTH	Conference w/ TAM/AV re: briefing	1.40	336.00
			0.30	72.00
03/11/2003	JRC	conference with pilots in office; finalize power point presentation; re-draft Case certification		
	MJW	Office conference with client, review notes and caselaw	3.80	912.00
	AV	Review and analyze documents re NMB single carrier and other determinations.	3.00	720.00
	AV	Plan and prepare for meeting with pilots	1.00	240.00
	AV	office conference with pilots and attorneys re strategies and motions	0.70	168.00
	AV	Preparation of motion oppositions	3.30	792.00
	MJW	Preparation of	0.40	96.00
	MJW	Legal research		0.00
	MJW	Preparation of brief	3.40	816.00
	MJW	Preparation of	2.20	528.00
	HTH	Meeting w/ clients, JRC, AV and MJW re: motions to dismiss		0.00
			2.90	696.00
03/12/2003	AV	office conferences with Comlish, Darth and other pilots; telephone conversations with Ted Case; read and review documents; research		
	4.80	1,152.00		
	JRC	conference with Bensel;	1.00	240.00
	TAM	Draft and revise brief in response to American - preemption	1.50	262.50
	TAM	Draft and revise response to APA - preemption	9.20	1,610.00

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	TAM	Draft and revise response to APA -preemption	4.20	735.00
03/13/2003	JRC	Conference with Baffi; review certifications of Clarke and Hefley.	1.20	288.00
	JRC	Telephone conference with Pastore and Cooney and Bensel	0.70	168.00
	JRC	Telephone conference with Bensel re: legislative effort	0.30	72.00
	AV	office conference with JRC re new issues raised by clients re grievances and the deprivation of the right to bargain	0.50	120.00
	AV	Legal research re	0.60	144.00
	MJW	Legal research	3.20	768.00
	TAM	Draft and revise response to APA- preemption	3.30	577.50
03/14/2003	JRC	Telephone conferences with Bensel and Young.	0.50	120.00
	JRC	Telephone conference with Cooney	0.20	48.00
	AV	Review and analyze message board forwarded by client re APA negotiations	0.50	120.00
	AV	Telephone conference with client re grievance status	0.20	48.00
	MJW	Legal research re: brief	1.10	264.00
03/17/2003	JRC	Telephone conference with Bensel	0.20	48.00
	JRC	Review and analyze Hefley declaration and emails to Hefley	0.50	120.00
	TAM	Draft and revise response to APA - preemption	1.20	210.00
	TAM	Draft and revise response to APA - statute of limitations	0.50	87.50
03/18/2003	JRC	Telephone conference with Case and Comlish re: theories of the case; activities on the hill.	1.20	288.00
	AV	Review and analyze memos from Tara and law clerk	0.60	144.00
03/19/2003	JRC	Outside conference with Bensel; and telephone conference with Bensel	2.10	504.00
03/20/2003	HTH	Conference w/ AV/JRC	0.30	72.00
	TAM	Research	2.50	437.50
	TAM	Meeting with AV re bargaining issue	0.50	87.50
03/21/2003	JRC	travel to Wash. DC and meet with Senate HELP committee staff (Tom Horgan)	8.00	1,920.00
	AV	telephone conference with JRC; office conference with Tara re additional research issues	0.60	144.00
	AV	Legal research re duty to bargain	2.20	528.00
	HTH	Document Examine/Review TWA LLC corporate documents	0.50	120.00
03/23/2003	AV	Legal research	2.80	672.00
03/24/2003	JRC	Conference with Bensel; draft fact portion of brief; read cases provided by Tony (Jones v TWA; Deboles v TWA; and Illinois Central case)	4.80	1,152.00
	AV	office conference with JRC re statement of facts	0.30	72.00
	AV	Preparation of opposition to ALPA motion.	7.20	1,728.00
	MJW	Legal research re: count 10	1.10	264.00
	MJW	Legal research		0.00
	MJW	Legal research		0.00
	HTH	Research 34d circuit/2nd circuit cases found by AV	0.50	120.00
	TAM	Research	4.90	857.50
03/25/2003	MJW	Office conference with attys	0.30	72.00
	JRC	Telephone conference with Comlish	0.50	120.00
	JRC	conference with Mike W and Tony V re: count X; telephone conference with David Dean and with Dan Cooney re: Count X;		

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	telephone conference with Bensel	3.20	768.00	
AV	Preparation of opposition to motions	5.80	1,392.00	
MJW	Preparation of count 10 issues and legal research	3.50	840.00	
MME	Review and analyze second amended complaint and motion to dismiss by APA; pull cases cited in motion to dismiss and read			
LC	Meeting with A. Valenti regarding background of case and research assignment regarding	5.00	625.00	
TAM	Research	0.50	62.50	
6.00		1,050.00		
03/26/2003	MJW	Office conference with attys	0.80	192.00
JRC	Telephone conference with Horgan; Bensel and with Cooper. Conf. with Tony V, Mike W and Tara M.; review facts for brief.			
AV	Telephone conference with Katz	3.60	864.00	
AV	office conference re status of brief	0.20	48.00	
AV	Preparation of opposition to motions	0.50	120.00	
MJW	Legal research, review cases re: DFR and memo, brief	4.10	984.00	
MME	Legal research elements of ,	4.20	1,008.00	
AV	Preparation of oppositions to motions	3.00	375.00	
HTH	Brief, prepare American brief	2.10	504.00	
TAM	Brief, prepare joint employer/alter ego	3.10	744.00	
TAM	Meeting strategy	4.50	787.50	
1.00		175.00		
03/27/2003	AV	office conference with JRC; legal research; prepare motion oppositions	8.70	2,088.00
MME	Legal research			
MME	Draft and revise argument against	2.50	312.50	
MME	Draft and revise part of the argument against	3.00	375.00	
MJW	Legal research re"	2.00	250.00	
LC	Research regaraing	3.30	792.00	
HTH	Conference w/ TAM, AV re: issues in American Brief	4.00	500.00	
TAM	Meeting with AV re preemption	0.50	120.00	
0.70		122.50		
03/28/2003	MME	Draft and revise -		
MJW	Legal research re: p	5.00	625.00	
HTH	re: preemption			
AV	Preparation of oppositions to motions of APA and ALPA	4.50	1,080.00	
HTH	Brief, prepare American Brief	1.20	288.00	
HTH	Conference w/ MJW re: preemption issues.	2.50	600.00	
JRC	Telephone conference with Bensel	0.40	96.00	
0.40		96.00		
03/29/2003	HTH	Brief, prepare American motion to dismiss	2.00	480.00
HTH	Research duty of emoployer to treat	2.00	480.00	
JRC	Conference with Sherry Cooper	1.50	360.00	
03/30/2003	AV	Preparation of oppositions to motions of APA and ALPA	3.10	744.00

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	LC	Complete research and prepare memorandum regarding c	3.80	475.00
	JRC	Telephone conference with Bensel	0.50	120.00
03/31/2003	MJW	Review and analyze cases	1.40	336.00
	MJW	Office conference with TH re: briefs	0.30	72.00
	MJW	Preparation of brief	3.50	840.00
	AV	Preparation of oppositions to ALPA and APA motions; research issues re '	3.90	936.00
	AV	Preparation of opposition to APA motion	1.60	384.00
	HTH	Brief, prepare American brief	4.50	1,080.00
	JRC	Conference with Bensel	0.50	120.00
04/01/2003	MJW	Office conference with attys	1.50	360.00
	JRC	Draft and revise briefs; draft and revise certifications; telephone call with Bensel; telephone conference with Young	6.30	1,512.00
	MJW	Preparation of brief, review cases	4.30	1,032.00
	MJW	Office conference with attys	0.60	144.00
		For Current Services Rendered	344.50	73,741.50

Expenses

02/25/2003	Long distance telephone charges ATX Telecommunications Service	1.99
03/06/2003	Facsimile costs	10.00
03/11/2003	Facsimile costs	8.00
03/31/2003	Photocopy charges	680.70
03/31/2003	Postage	5.92
	Total Expenses	706.61

Advances

03/05/2003	Miscellaneous: CT Corporation - Certified Copy of Certificate of Form & Amendments	151.50
03/24/2003	Online legal research - NJASA	756.83
	Total Advances	908.33
	Total Current Work	75,356.44
	Previous Balance	\$168,015.82

Payments

Total Payments for 03/04/2003	-375.00
Total Payments for 03/06/2003	-30,000.00
Total Payments	-30,375.00
Balance Due, Please Remit	\$212,997.26

Aged Due Amounts					
0-30	31-60	61-90	91-120	121-180	181+
39,745.57	45,557.78	45,317.12	7,020.35	0.00	0.00


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Bensel, Leroy
 5 Carter Lane
 Marlton NJ 08053

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Air Line Pilots Association

*Payments received after 05/05/2003
 are not included on this statement.*

Services

03/31/2003	HTH	Research additional cases provided by Valenti	1.00	240.00
04/01/2003	AV	Preparation of oppositions to motions; additional legal research; office conference re brief coordination	6.90	1,656.00
	LC	Pull cases from Westlaw from APA's motion to dismiss	0.30	72.00
	HTH	Document Examine/Review ALPA brief	0.30	72.00
	HTH	Documents, revise American brief	1.70	408.00
	HTH	Document Examine/Review key documents/memo to JRC, AV and MJW re: same	0.80	192.00
	HTH	Conference w/ MJW re: representation issues	0.20	48.00
	HTH	Conference w/ TAM, AV, JRC, MJW re: briefs and open issues	2.00	480.00
	TAM	Draft and revise American's brief	1.30	227.50
	TAM	Draft and revise Memorandum re uniform construction of briefs	0.60	105.00
	TAM	Meeting re responses to motions to dismiss	1.30	227.50
	TAM	Meeting with JTI re uniform responses to motions	0.30	52.50
04/02/2003	JRC	Draft fact statement for briefs; draft declarations; telephone conference with Bensel; Case; Pastore' Thompson nd Hrgan	5.80	1,392.00
	AV	Office conferences; prepare oppositions to motions	3.60	864.00
	MJW	Preparation of briefs	8.50	2,040.00
	HTH	Documents, revise American brief	1.20	288.00
	HTH	Document Examine/Review APA brief	0.60	144.00
	HTH	Research	0.30	72.00
	TAM	Draft and revise responses to motions to dismiss	2.30	402.50
	TAM	Research	0.40	70.00
04/03/2003	JRC	Telephone conference with all named plaintiffs re: conf. with Baffi re: drafting Pastore and Bensel certifications; conf. with Bensel re: certification	5.00	1,200.00
	MJW	Preparation of Count X brief and legal research	4.50	1,080.00
	MME	Legal research from case cited in brief; review section of brief dealing with Res Judicata	3.70	259.00
	HTH	Documents, revise APA brief	0.20	48.00
	HTH	Conference w/ JRC re: statement of facts	0.20	48.00
	TAM	Draft and revise responses to motions to dismiss	1.50	262.50

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04/04/2003 MME Legal research third circuit treatment of

AV	office conference with clients	3.10	217.00
AJK	Scanning and formatting document for Andy	0.50	120.00
MJW	Preparation of brief, research count X	0.10	24.00
MJW	Preparation of	2.50	600.00
HTH	Brief, prepare fact certs; statement of facts; etc		0.00
TAM	Draft and revise Response to Motions to dismiss	8.00	1,920.00
		2.50	437.50
04/05/2003	JRC Draft and revise statement of facts and briefs and certifications	7.00	1,680.00
	MJW Preparation of briefs	8.00	1,920.00
	AV Preparation of motion oppositions	7.90	1,896.00
	HTH Documents, revise American brief	1.00	240.00
	HTH Document Examine/Review APA domocile newsletter; revise Bensel decl.	0.80	192.00
	TAM Draft and revise Oppositions to motions to dismiss	6.20	1,085.00
04/06/2003	JRC Draft and revise briefs, certs. adn statement of facts	4.50	1,080.00
	MJW Preparation of briefs	6.50	1,560.00
	AV Preparation of motion oppositions	7.90	1,896.00
	HTH Documents, revise American brief (final revisions)	2.60	624.00
	HTH Documents, revise omnibus statement of facts	1.40	336.00
	TAM Draft and revise oppositions to motions to dismiss	6.00	1,050.00
04/07/2003	JRC Draft and revise submissions for court in opposition to motions to dismiss	3.50	840.00
	MJW Preparation of and finalize briefs	1.10	264.00
	KDR Review brief	1.20	288.00
	AV Preparation of motion oppositions	4.30	1,032.00
	AV Telephone conference with Katz	0.10	24.00
	MJW Preparation of and edit of final briefs	5.50	1,320.00
	MJW Preparation of		0.00
	HTH Documents, revise final changes briefs; certifications, etc.	1.90	456.00
	TAM Draft and revise oppositions to motions to dismiss	5.50	962.50
04/08/2003	AV Review and analyze e-mail from client attaching october meeting minutes	0.90	216.00
	JRC Draft and revise email to clients	0.80	192.00
	AV Review and analyze court order	0.10	24.00
	AV organize and identify research materials used in motion oppositions	0.40	96.00
	MJW Preparation of		0.00
04/09/2003	AV Review and analyze amicus brief	0.30	72.00
	AV Review and analyze letter from Katz	0.10	24.00
04/10/2003	JRC review various e-mails from clients; conf. with AV re; length of briefs.	1.40	336.00
	AV Telephone conference with Katz re brief page limitations	0.20	48.00
	AV Legal research re brief limitation issues	0.40	96.00
	AV Telephone conference with American's counsel	0.20	48.00
	AV Telephone conference with court re brief issues	0.20	48.00
	AV Letter to court; prepare order re overlength briefs	0.50	120.00
04/11/2003	AV Telephone conference with Katz	0.20	48.00

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	JRC	Telephone conference with Case; Bensel	2.10	504.00
04/14/2003	AV	Telephone conference with J. Katz re letter to court re briefs	0.10	24.00
	JRC	Telephone conference with Comlish; Bensel. Conf. with HTH re: 1	2.20	528.00
	AV	Telephone conference with opposing counsel re cross motion issues	0.20	48.00
	HTH	Conference w/ JRC re:	0.30	72.00
04/16/2003	JRC	Telephone conference with Case; Bensel; conf. with Valenti and Hunt	2.00	480.00
	AV	Office conference with JRC	0.30	72.00
	AV	Telephone conference with Ted case and JRC	1.20	288.00
	HTH	Document Examine/Review clash in the cockpit article	0.20	48.00
	HTH	Telephone w/ client w/ B. Bensel re: United issues	0.50	120.00
	HTH	Conference w/ T. Case, JRC and AV	1.10	264.00
04/17/2003	AV	Review and analyze arbitration award re ozark agreements	0.40	96.00
04/18/2003	JRC	Telephone conference with Comlish	1.50	360.00
04/21/2003	JRC	Draft and revise memo re: theories of case; telephone conference with bensel	1.90	456.00
04/23/2003	AV	Review and analyze emails and memos from client re American updates	0.20	48.00
	AV	Review and analyze order; letter to all counsel	0.20	48.00
	JRC	Outside conference with Wm. Roberts; telephone conference with Bensel and with Case/Comlish	3.00	720.00
04/24/2003	JRC	Telephone conference with Bensel and with clients; emails; memo to file and to clients	1.10	264.00
	JRC	Review and analyze emails from most named plaintiffs re: APA actions; PR issues	1.00	240.00
04/25/2003	AV	Review and analyze emails from client	0.40	96.00
	HTH	Telephone w/ client w/ B. Bensel re: Darnell motion; conf. with JRC/JTI	0.20	48.00
	JRC	memo to clients; telephone conference with Bensel; telephone conference with Case and Comlish; telephone conference with Comlish	3.20	768.00
04/27/2003	JRC	Organize file; review PR issues; telephone conference with Bensel	1.00	240.00
04/28/2003	JRC	Telephone conference with Case and Hefley; with Bensel	1.30	312.00
	JRC	Telephone conference with Bensel; review PR issues; telephone conference with Bridgette King	2.10	504.00
04/29/2003	JRC	Telephone conference with Bensel; review discovery needs and prepare concept plan for discovery	1.50	360.00
04/30/2003	AV	Review and analyze email from client	0.10	24.00
	JRC	Multiple Telephone conferences with Bensel; Comlish and with Cynthia Wilson	2.00	480.00
		For Current Services Rendered	191.10	42,894.50

Bensel, Leroy

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Air Line Pilots Association

Our File Number: 3895-001B
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03/11/2003	Long distance telephone charges Deraventures	529.74
03/25/2003	Long distance telephone charges ATX Telecommunications Service	19.75
04/01/2003	Photocopy charges	36.00
04/02/2003	Photocopy charges	51.75
04/02/2003	Facsimile costs	4.00
04/03/2003	Photocopy charges	72.90
04/03/2003	Photocopy charges	75.00
04/03/2003	Photocopy charges	26.40
04/16/2003	Facsimile costs	10.00
04/30/2003	Photocopy charges	9.90
04/30/2003	Photocopy charges	92.25
04/30/2003	Photocopy charges	1,041.60
04/30/2003	Postage	8.05
	Total Expenses	<u>1,977.34</u>

Advances

02/12/2003	Automated Legal Research - West Group Payment Center	63.18
02/25/2003	Automated Legal Research - West Group Payment Center	1,063.43
02/28/2003	Automated Legal Research - West Group Payment Center	491.85
03/02/2003	Online legal research - West Group Payment Center	869.96
03/25/2003	Online legal research - West Group Payment Center	1,732.10
03/29/2003	Miscellaneous: Cureton, Jerald R. - Lucnh Meeting	23.00
03/31/2003	Filing fee - Superior Court	13.00
04/04/2003	Miscellaneous: Cureton, Jerald R. - Lunch Meeting	43.00
04/07/2003	Courier fee - A-1 Courier Services of South Jersey	29.50
	Total Advances	<u>4,329.02</u>
	Total Current Work	49,200.86
	Previous Balance	\$212,997.26

Payments

Total Payments for 04/04/2003	-30,000.00
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Balance Due, Please Remit	<u>\$232,198.12</u>
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Aged Due Amounts					
<u>0-30</u>	<u>31-60</u>	<u>61-90</u>	<u>91-120</u>	<u>121-180</u>	<u>181+</u>
0.00	75,356.44	85,303.35	22,337.47	0.00	0.00


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 5 Carter Lane
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Air Line Pilots Association

*Payments received after 06/03/2003
 are not included on this statement.*

Services

05/01/2003	AV	Review and analyze texas complaint; memo to JRC	0.50	120.00
	AV	Telephone conference with Katz; revise notice of motion and cover page; forward to Katz	0.40	96.00
	AV	Telephone conference with counsel for American; telephone conversation with Katz	0.30	72.00
05/02/2003	JRC	Telephone conference with Bensel	0.30	72.00
	JRC	Review and analyze emails from clients and respond to them	0.50	120.00
	JRC	Telephone conference with King; Bensel; review King emails.	0.30	72.00
	HTH	Conference w/ JRC re: Ted Case and related issues	0.30	72.00
	AV	Review and analyze opposition to cross motion; research for reply brief	2.40	576.00
	AV	Review and analyze APA reply; read and review case law re same	1.60	384.00
	TAM	Review and analyze APA's reply in support of motion to dismiss	0.70	122.50
05/05/2003	AV	Review and analyze briefs from APA and ALPA	0.90	216.00
	AV	Office conference with JRC	0.20	48.00
	AV	Review and analyze brief from american	1.20	288.00
	MJW	Review and analyze briefs	2.50	600.00
	MJW	Review and analyze opposition briefs	4.50	1,080.00
	MJW	Review and analyze opposition briefs	1.20	288.00
	AV	Review and analyze case law re American reply	0.60	144.00
05/06/2003	MJW	Office conference with attys	1.30	312.00
	AV	Preparation of reply brief	3.30	792.00
	AV	Legal research re issues raised by defendants in reply briefs	2.40	576.00
	MJW	Preparation of research and drafts, review drafts	3.50	840.00
	HTH	Document Examine/Review reply briefs (3x)	1.00	240.00
	HTH	Conference w/ JRC, AV, MJW and TAM re: reply briefs	1.00	240.00
	TAM	Document Examine/Review ALPA's reply to motion to dismiss	1.00	175.00
	TAM	Review and analyze American's reply to motion to dismiss	0.80	140.00
	TAM	Meeting Defendants' opposition to motion to dismiss	1.20	210.00
	TAM	Draft and revise memo re ALPA's strengths/weaknesses	1.30	227.50
05/07/2003	AV	Preparation of reply brief	1.20	288.00
	AV	Preparation of letter to court re oral argument	0.20	48.00

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	AV	Preparation of certification of JRC for reply brief	0.80	192.00
	AV	Review and analyze case law re defendants reply	0.70	168.00
	MJW	Preparation of brief, legal research	3.50	840.00
	HTH	Telephone Attorney J. Cureton re: American brief	0.20	48.00
	HTH	Conference w/ TAM re: waiver issues	0.20	48.00
	TAM	File memorandum , I	4.40	770.00
	TAM	Research	1.50	262.50
05/08/2003	AV	Review and analyze case law; conference with MW re revisions to brief	0.60	144.00
	AV	Review and analyze case law re waiver	0.80	192.00
	MJW	Preparation of brief, legal research, review briefs	7.50	1,800.00
	MJW	Preparation of		0.00
	TAM	File memorandum , prepare and research waiver	6.00	1,050.00
	TAM	Draft and revise edit and shepardize Count X reply and Certification	1.50	262.50
	TAM	Meeting with AV re 10th DFR case	0.50	87.50
05/09/2003	TAM	File memorandum , prepare re waiver under the RLA	6.00	1,050.00
05/11/2003	HTH	Document Examine/Review TAM memo re: waiver	0.30	72.00
	HTH	Conference w/ JRC re: American issues	0.60	144.00
05/12/2003	AV	Review and analyze e-mail from client	0.10	24.00
	AV	Review and analyze memo re waiver	0.30	72.00
	HTH	Correspondence with Irenas, J.	0.30	72.00
	HTH	Conference w/ JRC re: APA financial	0.20	48.00
	TAM	File memorandum , prepare re strength of ALPA's position	2.00	350.00
05/13/2003	JRC	Telephone conference with Bensel; and 2 with Pam Boyd re: PR issues	0.70	168.00
	HTH	Conference w/ JRC re: additional info/response to class	0.20	48.00
	HTH	Brief, prepare Waiver	2.00	480.00
	TAM	Legal memorandum, prepare re ALPA's position	5.00	875.00
05/14/2003	JRC	travel to and meet with Bridgette King; review American Airlines reply brief.	6.00	1,440.00
	AV	Review and analyze American's brief and memo to TH; prepare memo re American brief issues	1.00	240.00
	AV	office conference with TM re analysis of American's arguments	0.30	72.00
	AV	Legal research re american defense issues	0.70	168.00
	AV	office conference with JRC and TH re responses to american's arguments	1.00	240.00
	MJW	Review and analyze email	0.40	96.00
	MJW	Legal research	0.80	192.00
	HTH	Document Examine/Review AV email	0.20	48.00
	HTH	Conference w/ JRC and AV	1.00	240.00
	TAM	Research pull cases cited in APA/American reply	0.40	70.00
	TAM	Legal memorandum, prepare re ALPA's position	2.00	350.00
	TAM	Meeting with AV re American's brief	0.30	52.50
05/15/2003	JRC	travel from Fla. to NJ; conf with Bensel	0.40	96.00
	JRC	Outside conference with Thomas Boyd and Bensel	3.00	720.00
	HTH	Research re:	0.70	168.00
	HTH	Brief, prepare surreply brief	0.80	192.00
05/16/2003	HTH	Prepare pleading/motion surreply brief	2.00	480.00
	TAM	File memorandum , prepare ALPA's strengths and weaknesses	3.00	525.00

Bensel, Leroy

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05/17/2003	JRC	review waiver and alter ego theories re: American Airlines	1.20	288.00
05/18/2003	JRC	Draft and revise sur reply brief Bensel, Leroy Air Line Pilots Association	0.80	192.00
05/19/2003	JRC	Outside conference with Thomas Boyd & Bensel; telephone conf.	2.50	600.00
	LC	Legal research; preparation of memo regarding sur-reply brief	3.30	792.00
	HTH	Prepare pleading/motion motion for leave to file surreply	1.00	240.00
	HTH	Documents, revise surreply brief	0.90	216.00
05/20/2003	HTH	Document Examine/Review press Q&A	0.20	48.00
05/22/2003	PAR	Organization, preparation and finalization of Timelines involving US District for NJ matter 02cv2917 (JEI) and 02cv4284 (JEI); review of final document and transmittal to Thomas Boyd.	3.00	720.00
	HTH	Document Examine/Review docket list for press release	0.30	72.00
05/25/2003	JRC	review with Hunt re:	2.30	552.00
05/27/2003	JRC	Draft and revise PR statement; telephone conference with Bud; email review and send to Pastore and Brady.	2.60	624.00
05/28/2003	JRC	telephone conference with Bensel; Pastore; Hefley; read emails; conf. Hunt; Clark.	3.00	720.00
	HTH	Telephone (3x) re: press reporters	1.10	264.00
	HTH	Correspondence with Chassaing re: Fields	0.30	72.00
	HTH	Conference w/ JRC (2x) re: press issues	0.30	72.00
	HTH	Telephone w/ client w/ Sally Young re: Chassing Subpoena	0.20	48.00
05/29/2003	JRC	Telephone conference with Bensel, Darsh, Thomas; review press release	2.00	480.00
	AV	office conference with JRC re status and strategy	0.40	96.00
	HTH	Review file for documents responsive to Smith subpoena	0.20	48.00
	HTH	Document Examine/Review Smith complaint	0.20	48.00
		For Current Services Rendered	<hr/>	
			132.30	29,308.00

Expenses

04/25/2003	Long distance telephone charges ATX Telecommunications Service	15.35
04/25/2003	Long distance telephone charges ATX Telecommunications Service	4.91
05/31/2003	Photocopy charges	1,182.60
05/31/2003	Postage	30.71
	Total Expenses	<hr/> 1,233.57

Advances

04/07/2003	Courier fee - D.C. Express	50.00
04/07/2003	Courier fee - D.C. Express	21.00
05/08/2003	Courier fee - United Parcel Service	76.79
05/19/2003	Courier fee - A-1 Courier Services of South Jersey	29.75
05/31/2003	Miscellaneous: Marketing - Thomas Boyd	15,000.00
	Total Advances	<hr/> 15,177.54

Bensel, Leroy
 Air Line Pilots Association

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Total Current Work 45,719.11

Previous Balance \$232,198.12

Payments

Total Payments for 05/06/2003 -30,000.00

Balance Due, Please Remit \$247,917.23

Aged Due Amounts					
<u>0-30</u>	<u>31-60</u>	<u>61-90</u>	<u>91-120</u>	<u>121-180</u>	<u>181+</u>
49,200.86	0.00	75,356.44	77,640.82	0.00	0.00

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Bensel, Leroy
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*Payments received after 07/03/2003
are not included on this statement.*

Services

06/01/2003	JRC	Draft and revise email to all plaintiffs; telephone conference with Arthur; Bensel	2.00	480.00
06/02/2003	JRC	Outside conference with Lweis; Steph and Courier Post; with Bensel		
	AV	Telephone conference with Katz	4.00	960.00
	AV	Review and analyze emails from clients	0.30	72.00
			0.20	48.00
06/16/2003	AV	office conference re oral argument strategy	1.00	240.00
	JRC	draft memo; telephone conference with Bensel; Thomas; conf. with office staff re: document management and oral argument		
	HTH	Conference w/ JRC< AV, TAM, MJW re: oral arg. strategyn	2.20	528.00
	TAM	Meeting re motions to dismiss	0.90	216.00
	MJW	Office conference with jrc	0.60	105.00
	MJW	Review and analyze conflict issues	1.00	240.00
			0.50	120.00
06/17/2003	JRC	telephone conference with Bensel; Thomas; emails re: USA Today story and oral argument.	1.00	240.00
	JRC	Outside conference with Bensel re: oral argument	3.00	720.00
06/18/2003	JRC	Telephone conference with Bensel	0.50	120.00
	AV	Telephone conferences with opposing counsel re adjournment request		
	AV	Plan and prepare for oral argument	0.40	96.00
	HTH	Conference w/ JRC re: issues with pilots; D. Boies	0.70	168.00
			0.30	72.00
06/19/2003	AV	Telephone conferences with opposing counsel re adjournment of motion argument		
	AV	Plan and prepare for motion argument	0.60	144.00
	AV	Telephone conferences and office conferences with JRC re oral argument	1.60	384.00
	AV	Letter to court re motion argument	0.60	144.00
	LC	Research Judge Irenas opinions regarding	0.20	48.00
			1.70	408.00
06/20/2003	JRC	Telephone conference with Hollander; Bensel'; re: Boies.	1.00	240.00
	AV	Telephone conference with opposing counsel	0.20	48.00
	AV	Review and analyze letter	0.10	24.00
	HTH	Conference w/ JRC re: Boies issues	0.20	48.00

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06/23/2003	JRC	Telephone conference with Bensel; review emails from Hefley and respond		1.00	240.00
	AV	Letter to court; plan for oral argument		0.70	168.00
06/24/2003	JRC	Telephone conference with Hefley		0.40	96.00
	AV	Preparation of memo re oral argument		0.30	72.00
06/26/2003	JRC	Telephone conference with client re: oral argument.		0.60	144.00
	AV	Plan and prepare for oral argument		0.70	168.00
	AV	Preparation of materials for oral argument preparation		0.60	144.00
06/27/2003	AV	Plan and prepare for oral argument		0.70	168.00
	AV	Preparation of case law for oral argument		0.40	96.00
	AJK	Legal research Printing cases off West Law		1.00	240.00
	AJK	Organize cases from brief		0.40	96.00
	HTH	Document Examine/Review reivew APA brief for key cases		0.50	120.00
	TAM	Preparation for court Oral Argument on motions to dismiss		1.00	175.00
06/30/2003	JRC	Outside conference with client and telephone conferences with Bensel and with Hollander.		2.00	480.00
		For Current Services Rendered		<u>35.10</u>	<u>8,320.00</u>

Expenses

05/05/2003	Conference Calling Service - Deraventures	455.62
05/25/2003	Long distance telephone charges ATX Telecommunications Service	0.51
05/25/2003	Long distance telephone charges ATX Telecommunications Service	0.40
06/30/2003	Photocopy charges	0.60
06/30/2003	Photocopy charges	117.75
06/30/2003	Postage	1.57
	Total Expenses	<u>576.45</u>

Advances

05/31/2003	Online legal research - West Group Payment Center	174.63
05/31/2003	Online legal research - West Group Payment Center	675.33
05/31/2003	Online legal research - West Group Payment Center	0.37
05/31/2003	Online legal research - West Group Payment Center	6.34
05/31/2003	Online legal research - West Group Payment Center	27.86
06/10/2003	Outside professional fee - Thomas Boyd Communications	10,000.00
06/11/2003	Miscellaneous: Sovereign Bank charge for stop payment placed on check #22451 payable to Thomas Boyde in the amount of \$7500.00	20.00
06/30/2003	Outside professional fee - Thomas Boyd Communications	<u>1,299.47</u>
	Total Advances	<u>12,204.00</u>
	Total Current Work	21,100.45
	Previous Balance	\$247,917.23

Payments

Total Payments for 06/10/2003	-37,500.00
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Balance Due, Please Remit	<u>\$231,517.68</u>
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Bensel, Leroy

Page: 3
07/03/2003

Air Line Pilots Association

Our File Number: 3895-001B
Invoice No: 31729

Aged Due Amounts

<u>0-30</u> 45,719.11	<u>31-60</u> 44,494.37	<u>61-90</u> 0.00	<u>91-120</u> 73,741.50	<u>121-180</u> 46,462.25	<u>181+</u> 0.00
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EXHIBIT D



950B Chester Avenue Delran, NJ 08075 • 856-824-1001 • Fax: 856-824-1008

Jerald R. Cureton
Thomas A. Clark, III
Darryl S. Caplan
• James H. Landgraf
H. Thomas Hunt, III
• Carlo Scaramella
Kenneth D. Roth
Anthony Valenti
Michael J. Wietrzychowski
Warren S. Wolf

Janet R. Seligman
Glen-David Schwarzschild
Dawn Marie Addiego
Anthony Marchetti, Jr.
† Renée C. Vidal
Karen M. Murray
Robert B. Snowden, P.B.
Tara A. Mosier
• William R. Powers, Jr. of Counsel

• Certified by the Supreme Court of New Jersey as a Civil Trial Attorney
† LL.M. in Taxation

September 9, 2002

Via Fax: 609 714 8157 and Regular Mail
Mr. LeRoy W. Bensel
6 Boxwood Lane
Medford, New Jersey 08055

Via Fax: 856 216 1544 and Regular Mail
Mitchell Rabil, Esquire
Rabil Ropka Kingett & Hatzell, LLC
1010 Kings Highway South
Cherry Hill, New Jersey 08034

**Re: Cureton Caplan - Fee Agreement
Appeal – TWA Pilot Class**

Gentlemen:

Cureton Caplan agrees to handle the appeal in connection with the above referenced matter on the basis described below. This letter is an attorney/client communication and as such is privileged and confidential. We request that you return a signed copy of the enclosed letter to confirm your agreement to the following terms.

1. Scope of Representation

as lead plaintiff
We will be representing you in regard to the appeal of the above referenced matter, including the class of pilots formerly employed by TWA, TWA L.L.C. and currently employed by American Airlines, in connection with claims against the Air Line Pilots Association ("ALPA"), American Airlines ("AMR"), TWA LLC, and the Allied Pilots Association ("APA").

2. Payment Schedule:

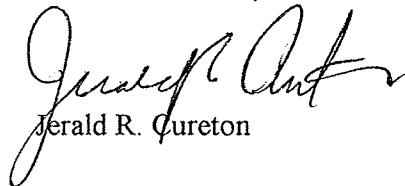
Attocer TWA PAF
You will pay the fixed sum of \$60,000.00 for the appeal. This sum is to be payable at \$10,000.00 per month for six (6) months commencing September 1, 2003. If the appeal is successful, we will then negotiate a new fee agreement along the lines of our prior agreement.

Mr. LeRoy W. Bensel
Mitchell Rabil, Esquire
September 9, 2003
Page -2-

Kindly return a signed copy of this letter. If you have any questions about this office's billing or payment policies, please contact me. We look forward to working with you in connection with these and future matters.

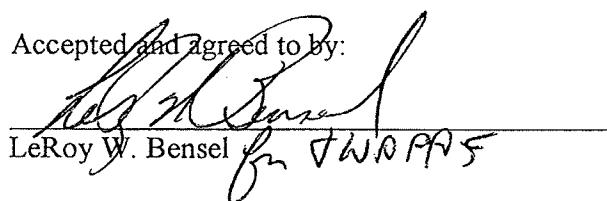
Very truly yours,

CURETON CAPLAN, P.C.


Gerald R. Cureton

JRC/dd
Enclosure

Accepted and agreed to by:


LeRoy W. Bensel

Dated: 9/9/03

Rabil Roka Kingett & Hatzell, LLC

By: _____

Mitchell Rabil, Esquire

Dated: _____